

The Pennsylvania State Association of Township Commissioners

Constitution and By-Laws

Adopted June 19, 1979
Amended June 30, 1981
Adopted June 30, 1987
Amended June 21, 1988
Amended June 27, 1989
Amended June 21, 1994
Amended June 15, 1999
Amended June 25, 2000
Amended June 28, 2005
Amended June 23, 2009
Amended June 21, 2011
Amended June 22, 2019

Article I

Name and Purpose

- Section 1. The Name of this organization shall be Pennsylvania State Association of Township Commissioners.
- Section 2. The purpose of this Association shall be the advancement of the interests of the Townships of the First Class and such municipal corporations that were formerly Townships of the First Class operating under Home Rule Charters or any Home Rule Community abutting a First Class Township; the discussion of various questions and subjects pertaining to the duties of Township Commissioners or members of the governing body of a Home Rule Charter Municipality; and for devising uniform, economical and efficient methods of administering the affairs of townships.
- Section 3. In order to effectuate the purpose of this Association, there may be established an office in Harrisburg or its vicinity, which office shall be staffed by such personnel as the Executive Committee shall, from time to time, determine. The office may operate in conjunction and cooperation with other groups with similar interests.

Article II

Memberships and Dues

- Section 1. (a) Any Township of the First Class is eligible for membership in the Association and may join and become members of the Association upon payment of their annual dues, which shall be paid in such amount and at such times as recommended by the Executive Committee and approved by the voting delegates at the Annual Meeting and Educational Conference.
- (b) Any former Township of the First Class operating under a Home Rule Charter or any home Rule Community abutting a First Class Township, may join and become a member of the Association. The rights, privileges and responsibilities of such municipalities and their elected officials shall be identical to those of Townships of the First Class.
- (c) Townships formerly belonging to the Association may be reinstated at the pleasure of the Executive Committee.
- (d) Any person, firm or corporation is, subject to approval of the Executive Committee of the Association, eligible for Associate membership in this Association. Associate members shall pay annual dues as determined from time to time at the Annual Meeting and Educational Conference.

Article III

Officers

- Section 1. The officers of the Association shall be President, three (3) Vice Presidents and a Secretary/Treasurer.
- Section 2. All officers shall be elected for a term of one (1) year. Their term of office to begin thirty (30) days after they are elected.
- Section 3. In voting for a President, Vice Presidents and Secretary/Treasurer, one or more names shall be placed in nomination for each office at the Annual Meeting and Educational Conference, either by a Nominating Committee or from a nomination made from the floor of the Annual Meeting and Educational Conference and the person receiving the highest number of votes by the delegates at the Annual Meeting and Educational Conference shall be declared elected.

The election of the President shall precede the nomination of Vice Presidents and Secretary/Treasurer.

The President and the First and Second Vice Presidents must all be from different regions as defined in Article V. The Third Vice President must be from the same region as the President.

The Secretary/Treasurer shall come from the same region as that of the President.

Section 4. The President.

The President shall preside at the Annual Meeting and Educational Conference and until his/her successor takes office and at all meetings of the Executive Committee. He/she shall appoint all Committees in their entirety, except the Executive Committee and he/she shall be a member ex-officio of the same. In the absence of the Secretary/Treasurer, because of illness, vacation or unavoidable delays, the President shall have the right, duty and authority to authorize payment of bills.

Section 5. The Vice Presidents.

The Vice Presidents, according to rank, shall temporarily discharge the duties of the President in his/her absence, inability or ineligibility to serve.

The First Vice President shall present to the Pennsylvania State Association of Township Commissioners Executive Committee a tentative budget for approval by the committee at the time of the Annual Meeting and Educational Conference. The tentative budget may be adopted or amended as a final budget at the first meeting of the Executive Committee after the Annual Meeting and Educational Conference.

Section 6. The Secretary/Treasurer.

(a) The Secretary/Treasurer or contracted agent approved by the Pennsylvania State Association of Township Commissioners Executive Committee shall collect and deposit all monies of the Association and submit to the Annual Meeting and Educational Conference a report of all receipts and expenditures during his/her tenure in office. The Secretary/Treasurer or contracted agent approved by the Pennsylvania State Association of Township Commissioners Executive Committee shall make interim reports to the Executive Committee upon ten (10) days notice.

(b) The Secretary/Treasurer or contracted agent approved by the Pennsylvania State Association of Township Commissioners Executive Committee shall pay all bills which have been authorized by budget appropriations. All checks must be countersigned by the President or First Vice President acting as President or by contracted agent approved by the Pennsylvania State Association of Township Commissioners Executive Committee. All bills and vouchers must be reviewed by the President and Secretary/Treasurer before payment.

(c) He/she shall be allowed a drawing fund as stated in the budget and shall be paid a salary as determined by the Executive Committee.

(d) The Secretary/Treasurer shall furnish a fidelity bond with corporate surety in such sum and in such company as may be determined by the Executive Committee, at the expense of the Association. Such bond shall be submitted

to counsel for approval and filed with the First Vice President.

- (e) The Secretary/Treasurer or contracted agent approved by the Pennsylvania State Association of Township Commissioners Executive Committee shall submit to audit by a certified public accountant, within sixty (60) days after each Presidents term of office expires, a complete financial report, with vouchers, or the receipts and expenditures made during his/her term in office, which accountant is charged with examining the details of the report. After audit by the accountant, the audit shall be submitted to the Pennsylvania State Association of Township Commissioners Executive Committee.
- (f) All bank accounts of the Association shall be opened in such depositories as shall be designated by the Executive Committee, insured under the Federal Deposit Insurance Corporation.
- (g) He/she shall keep accurate minutes of the meetings of the Executive Committee and of the Business Meeting of the convention and transcribe them in a format to be provided by the Association and deliver the same to his/her successor in office. A copy of said minutes shall be filed with the Executive Committee.
- (h) He/she shall send all notices for all meetings to the members of the Executive Committee.

Section 7. Vacancies.

- (a) The Association President shall be eligible to complete the term of that office whether or not the President remains an elected official during the entire term.

All other officers shall be eligible for election and shall hold office only during the time they are Township Commissioners or elected officials of a Home Rule Charter Municipality.

- (b) The President of the Association shall continue to serve in office whether or not the municipality in which they hold elected office remains a member of the State Association.
- (c) In the event of a vacancy in office, caused by any reason whatsoever a nominating committee consisting of 3 persons who served as delegates at the most recent conference from the region where said officer's municipality is located, shall nominate the successor to fill the vacancy, subject to election by the Executive Committee. The election to fill a vacancy shall be held at the next Executive Committee Meeting after the vacancy occurs. The First Vice President shall serve as President Pro Tem at the meeting to fill a vacancy in the Office of President.

Article IV Standing Committees

Section 1. Executive Committee.

- (a) The Executive Committee, between the Annual Meetings and Educational Conferences, shall meet at such times and places as determined by the President. It shall determine all questions of business or policy not contrary to the provisions of this Constitution.
- (b) The Executive Committee shall consist of all officers of the Association, all former Presidents, so long as they hold the office of Township Commissioner, either as a Commissioner of a Township of the First Class or as a member of the governing body of a Home Rule Charter Municipality, and all such persons who shall be designated by the three regions defined in Article V as provided in subsection (c) herein.
- (c) Each region is entitled to four (4) delegates on the State Association Executive Committee. Such members shall serve for a term of one (1) year beginning thirty (30) days after the officers are elected under Article III until their successors are elected or appointed by the region. The regions may designate an alternate member or members to the Executive Committee, which alternate member or members may attend and vote at Executive Committee meetings in the absence of the regular member or members.
- (d) Absentee voting in writing or voting by proxy is not permitted.

Section 2. Legislative and Steering Committee.

This Committee shall consist of the President, First Vice President, Second Vice President, Third Vice President and the most immediate Past President serving on the Executive Committee.

Section 3. Auditing Committee.

This Committee shall consist of one (1) member from each region who then serving on the Executive Committee who shall report its findings at the following meeting of the Executive Committee. However, if the Association has a contracted agent, this responsibility will be performed by the agent.

Section 4. Annual Meeting and Educational Conference Committee.

This Committee shall be appointed by the incoming President and serve at his/her pleasure.

Article V Regional Associations

Section 1.

- (a) Townships from the following geographic areas are located in the west region: Counties of Allegheny, Armstrong, Beaver, Cambria, Crawford, Elk, Erie, Fayette, Forest, Greene, Indiana, Jefferson, Lawrence, McKean, Mercer, Somerset, Venango, Warren, Washington and Westmoreland.
- (b) Townships from the following geographic areas are located in the east region: Counties of Bucks, Chester, Delaware and Montgomery.
- (c) All other municipal members are located in the central region.

Article VI

Annual Meeting and Educational Conference and Fiscal Year

Section 1. The Association shall meet annually during the Annual Meeting and Educational Conference at such time and place as determined by the Conference Committee.

Section 2. The President shall appoint a Chairman of the Conference, whose powers shall include the formation of the program and the appointment of committee chairpersons.

Section 3. The President shall appoint a Secretary/Treasurer for the Annual Meeting and Educational Conference, who shall furnish a corporate fidelity bond in such sum as shall be determined by the Executive Committee, at the cost of the Association. Said bond shall be subject to the approval of the Association's Counsel and filed with the Secretariat. Within one hundred twenty (120) days after the close of the Annual Meeting and Educational Conference, he/she shall file a complete itemized statement of all receipt and expenditures, which account shall be audited by a Certified Public Accountant and which audit shall be submitted to the Executive Committee for review and acceptance.

Section 4. All townships of the First Class, or any former Township of the First Class operating under a Home Rule Charter, or any Home Rule Community abutting a First Class Township shall be eligible to send Commissioners or other municipal officials to the Annual Meeting and Educational Conference. Each eligible member shall be entitled to one (1) vote by a delegate on all matters coming before the Conference. Commissioners or other municipal officials in attendance may join in the discussion of all matters before the Conference.

All townships of the First Class or other municipal members of the Association who have paid their dues shall be entitled to a discounted registration fee for the Annual Meeting and Educational Conference.

Section 5. The following order of business shall be followed at the Annual Meeting and

Education Conference:

- (1) Roll call of delegates
- (2) Approval of Minutes
- (3) Report of Secretary/Treasurer
- (4) Discussions, addresses, etc.
- (5) Reports of committees
- (6) Old business
- (7) New business
- (8) Election of officers
- (9) President's appointments
- (10) Adjournment

Section 6. The presence of delegates from not less than one-third of the accredited delegates to the Annual Meeting and Educational Conference shall constitute a quorum.

Section 7.

- (a) All motions, election of officers and amendments to the constitution shall be by a voice vote of the delegates or by roll call of the delegates if required by any delegate.
- (b) No proxies will be permitted.
- (c) Any decisions by the presiding officer may be challenged by an appeal at the time the ruling is made. A roll call vote of the delegates present shall determine whether the decision of the chair shall be sustained or reversed.

Section 8. The fiscal year of the Association shall be from January 1 to December 31.

Article VII

Annual Meeting and Educational Conference Resolutions

Section 1. All Annual Meeting and Educational Conference adopted resolutions pertaining to legislation will be actively pursued for the legislative session in which they are adopted.

Section 2. All Annual Meeting and Educational Conference adopted resolutions pertaining to legislation, which were not fully achieved during a particular legislative session, will be actively pursued until the next Annual Meeting and Educational Conference.

Section 3. All Annual Meeting and Educational Conference Resolutions pertaining to legislation will expire two (2) years from the date of adoption.

Section 4. Prior to the expiration of a legislative resolution adopted at a previous Annual Meeting and Educational Conference, it shall be the responsibility of the President to report to the delegates at the Annual Conference the resolution's status for consideration.

Article VIII Adoption and Amendment

Section 1. This Constitution and Bylaws shall be considered adopted when approved by a two-thirds vote of the delegates at the Annual Meeting and Educational Conference.

Section 2. This Constitution may be amended by a two-thirds vote of the delegates present at any Annual Meeting and Education Conference, provided such amendment shall have been mailed in writing to all member townships no less than thirty (30) days before the first day of the Conference. Proposed amendments must be approved by the Executive Committee.

Article IX Indemnification and Defense

Section 1. This Article is intended to give each past, present and future Association official, delegate and representative the broadest right of indemnification and defense permitted under law. This Article is intended to encourage competent individuals to serve with the Association without inordinate fear that their good faith conduct, even if determined to be in violation of the civil law or common law, will subject them to personal liability. This Article is intended to recognize that persons serving with the Association do so in reliance upon the belief that they will be indemnified and defended against any kind of liability arising from their good faith actions and that any future diminution in the scope of indemnity and defense granted under this Article can fairly and equitably apply only to conduct occurring after such diminution takes effect.

In applying and interpreting the provisions of this Article IX, Association officials, delegates and representatives shall be presumed to have acted reasonably and in good faith and in the best interests of the Association.

Section 2. The Association shall indemnify and defend any past, present or future official, delegate or representative against all costs and expenses actually and reasonably incurred by him or imposed upon him in connection with any claim, action, suit, proceeding or investigation, instituted or threatened, of any kind, including but not limited to matters which are civil, criminal, administrative, surcharge or investigative in nature, whenever such claim, action, suit, proceeding or investigation arises in whole or in part from, or involves such Association, official, delegate or representative having served in such capacity with or for the Association or arises by

reason of any act or omission done or omitted or alleged to have been done or omitted by such person within the scope of such persons' office, or role or representative capacity with the Association or by reason of any act or omission alleged to have been done or omitted by such person, which such person in good faith reasonably believed to be within the scope of their Association office or role or representative capacity or to be in the Association's best interest.

- Section 3. "Costs and expenses" shall include any award, damages, restitution, judgment, fines, penalties, amounts ordered to be paid, amounts agreed to be paid in settlement, reasonable attorney's fees and other reasonable expenses and disbursements paid in connection with the defense of such person, or the participation of such person as a witness in a proceeding involving the Association or any Association official, delegate or representative, including but not limited to amounts ordered or agree to be paid to the Association itself.
- Section 4. The Association shall promptly pay for such costs and expenses as they are incurred provided that the person to be indemnified and defended has made written request to the Association for such indemnification and defense.
- Section 5. The right to indemnification and defense set forth in this Article shall apply to acts or omissions which pre-date the adoption of this Article as well as those which may post-date adoption of this Article, regardless of when any claim, action, suit, proceeding or investigation in connection therewith may arise. The right to indemnification and defense as set forth in this Article at the time of its adoption is intended to be in the nature of a vested right such that, should this Article be revised or become inoperative so as to diminish the right of indemnification and defense presently set forth herein, Association officials, delegates and representatives will continue to be entitled to the full right of indemnification and defense set forth in this Article at the time of its adoption with respect to any occurrence, action, omission or thing done prior to such revision in this Article or prior to this Article becoming inoperative. Any successor to the Association shall be subject to all of the obligations of the Association to indemnify and defend as set forth herein. The right to indemnification and defense conferred herein shall be a contract right and each person to whom these rights to indemnification and defense applies shall be a third party beneficiary of such rights and shall be entitled to enforce against the Association all such rights.
- Section 6. The Association may purchase and maintain insurance on behalf of the Association, or any past, present or future Association official, delegate or representative against any liability, cost or expense asserted against or incurred by him in such capacity or arising out of his status or his acts or omissions as an Association official, delegate or representative. To the extent that such insurance coverage is available for any person entitled to indemnification and a defense hereunder, the Association will require such person to look to such insurance for indemnification and defense, and will give written notice of same to the person requesting indemnification and defense.

- Section 7. The Association may decline to provide a defense if the Association determines that the act or omission which gives rise to the action, suit, claim, proceeding or investigation constituted a crime, actual fraud, actual malice or willful misconduct; however, if it is judicially or administratively determined, at any time, that such act or omission did not constitute a crime, actual malice, actual fraud or willful misconduct, the Association shall promptly reimburse such person for all costs and expenses incurred in connection with such suit, claim, proceeding or investigation and shall provide a defense from the time of such determination forward.
- Section 8. Notwithstanding anything to the contrary herein, the Association shall not indemnify an Association official, delegate or representative where such person's acts or omissions are finally judicially determined to constitute a crime, actual fraud, actual malice or willful misconduct.
- Section 9. If the Association provides indemnification or a defense hereunder, and it is subsequently judicially determined that the act or omission of the person receiving the indemnification or defense constituted a crime, actual malice, actual fraud or willful misconduct, such person shall fully reimburse the Association for all costs and expenses paid by the Association.
- Section 10. When the Association provides a defense hereunder, it may assume exclusive control of the defense keeping the person defended advised with respect thereto and the person defended shall cooperate fully with the defense. The Association may, and upon request of the person defended for good cause or where the interests of the person defended and the Association conflict, shall, supply independent representation.
- Section 11. Should any person claiming rights to indemnification or a defense under this Article reasonably require the services of legal counsel in order to assert such rights, and should such person prevail to any substantial extent in asserting such rights, then the Association shall reimburse such person for all reasonable attorney's fees and costs incurred by such person in connection with the assertion of such rights.
- Section 12. The indemnification and defense provided under this Article does not extend to matters arising from actions or omissions occurring in and only in the course of an individual's capacity as an official, member or representative of an organization of townships other than this Association.
- Section 13. Wherever herein a determination is required to be made by the Association, it shall be understood that such determination is at all times to be made by the Association's Executive Committee

Adopted June 19, 1979 by Convention Delegates in General Session at the 1979 Annual Convention held at Tamiment in the Poconos.

Revised June 30, 1981 by Convention Delegates in General Session at the 1981 Annual

Convention held at Tamiment in the Poconos.

Revised June 30, 1987 by Convention Delegates in General Session at the 1987 Annual Convention held at Mount Airy Lodge in the Poconos, effective January 31, 1988.

Revised June 21, 1988 by Convention Delegates in General Session at the 1988 Annual Convention held at Sheraton Host Convention Center, Lancaster.

Revised June 27, 1989 by Convention Delegates in General Session at the 1989 Annual Convention held at Mount Airy Lodge in the Poconos.

Revised June 21, 1994 by Convention Delegates in General Session at the 1994 Annual Convention held at Mount Airy Lodge in the Poconos.

Revised June 15, 1999 by Convention Delegates in General Session at the 1999 Annual Convention held at Seven Springs Mountain Resort, Champion PA.

Revised June 25, 2000 by Convention Delegates in General Session at the 2000 Annual Convention held at the Radisson, Valley Forge, PA.

Revised June 28, 2005 by Convention Delegates in General Session at the 2005 Annual Convention held at the Willow Valley Resort, Lancaster, PA.

Revised June 23, 2009 by the Convention Delegates in General Session at the 2009 Annual Convention held at the Eisenhower Inn and Convention Center, Gettysburg, PA.

Revised June 21, 2011 by the Convention Delegates in General Session at the 2011 Annual Meeting and Educational Conference held at the Willow Valley Resort, Lancaster, PA.

Revised June 22, 2019 by the Convention Delegate in General Session at the 2019 Annual Meeting and Educational Conference held at Wyndham Gettysburg, Gettysburg, PA

October 2019