

By-Laws of the Parking Authority of the City of Scranton, Pennsylvania

ARTICLE I - THE AUTHORITY

Section 1- Name of Authority. The name of the Authority shall be "Parking Authority of the City of Scranton"

Section 2- Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name, "Parking Authority of the City of Scranton 1953".

Section 3- Office of the Authority. The offices of the Authority shall be located inside the office space of the Scranton Parking Authority garage located at the corner of Linden Street and North Washington Avenue in the City of Scranton, Pennsylvania, with a designated address of 419 Linden Street, Scranton, Pennsylvania 18503-1548, but the Authority may have offices such other places as the Authority may from time to time designate by resolution.

ARTICLE II - OFFICERS

Section 1- Officers. The officers of the Authority shall be a Chairman, Vice-Chairman, a Secretary and a Treasurer.

Section 2- Chairman. The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman

shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Authority.

Section 3- Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or the death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman, until such time as the Authority appoint a new Chairman.

Section 4- Secretary. The Secretary shall be responsible for keeping the records of the Authority, shall act as the Secretary of the meetings of the Authority, record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his or her office. He or she shall be responsible for safe custody of the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority. He or she shall have authority to cause copies to be made of all minutes and other records and documents of the Authority, and to give certifications under the seal of that the copies of the minutes of the meetings are true copies, and that all persons dealing with the Authority may rely on such certifications.

Section 5- Treasurer. The Treasurer shall be responsible for the care and custody of all funds of the Authority and shall be responsible for depositing the same in the name of the Authority in such bank or banks as the Authority may select. The Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairman. He or she shall keep regular books of account showing receipts and expenditures and shall render to the Authority, at each

regular meeting (or as often when requested), an account of his or her transactions and also of the financial condition of the Authority. He or she shall give such bond for the faithful performance of his duties as the Authority may determine.

Section 6- Executive Director. The Executive Director shall have general supervision of the administration of the business and affairs of the Authority. He or she shall be charged with the management of parking facilities of the Authority. The Executive Director serves at the pleasure of the Scranton Parking Authority Board.

Section 7- Additional Duties. The officers of the Authority shall perform such other duties and functions as may, from time to time, be required by the Authority, the By-Laws or rules and regulations of the Authority, and/or any applicable law of the Commonwealth of Pennsylvania.

Section 8- Election or Appointment of Officers. The election of officers shall be conducted by a majority vote of the members of the Authority. The term of the officer shall extend for the period of time equal to the Authority member's unexpired term of office.

Section 9- Agencies. Should the office of the Chairman, Vice-Chairman, Secretary or Treasurer become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office, except that any vacancy may be filled at a special meeting of the Authority. When the office of the Executive Director becomes vacant, the Authority shall appoint a successor, as aforesaid.

Section 10- Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its power, its duties and functions as prescribed by the Parking Authority Law, Act of June 19, 2001, P. L. 287, #22, § 5, 53 Pa. C.S.A. § 5501, et. seq., as amended and supplemented, and all other laws of the Commonwealth of Pennsylvania

applicable thereto. The selection and compensation of such personnel (including the Executive Director) shall be determined by the Authority, subject to the laws of the Commonwealth of Pennsylvania.

ARTICLE III – MEETINGS

Section 1- Annual Meeting. The annual meeting of the Authority shall be held on the first Wednesday of June of each year at 5:30 p.m. at the regular meeting place of the Authority.

Section 2- Regular Meeting. Regular meetings of the Authority shall be held in the offices of the Scranton Parking Authority on the third Wednesday of each month at 5:30 p.m.

Section 3- Special Meeting. The Chairman of the Authority may, when he or she deems it expedient, and shall, upon the written request of two members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority or may be mailed to the business or home of each member of the Authority at least two days prior to the date of such special meeting. At such special meeting, no business shall be considered other than that which is designated in the call. However, if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4- Regular Meeting Place. The regular meeting place of the Parking Authority of Scranton, Pennsylvania Board shall be the offices of the Scranton Parking Authority located in the office space of the Scranton Parking Authority garage located at the corner of Linden Street and North Washington Avenue in the City of Scranton, Pennsylvania, with a designated address of 419 Linden Street, Scranton, Pennsylvania 18503-1548.

Section 5- Quorum. At all meetings of the Authority, three of the members of the Authority shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6- Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

1. Agenda
2. Call to Order
3. Reading and Approval of Minutes of the Previous Meeting.
4. Financial Report of the Treasurer
5. New Business
6. Old Business
7. Legal Update
8. Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

Section 7- Manner of Voting. The voting on all questions coming before the Authority shall be by placing the question to the floor, and the results of the voting shall be entered upon the minutes of such meetings.

ARTICLE IV – AMENDMENTS

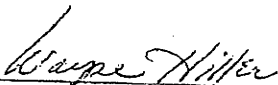
Section I - Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three of the members of the Authority at a regular meeting or a special meeting called for that purpose.

ARTICLE V – LEGAL CONSTRUCTION

Section I – Legal Construction of By-Laws. If any provision of these By-Laws or their application to any person or circumstance is held invalid, illegal or unenforceable, the invalidity shall not affect other provisions or applications of these By-Laws which can be given effect without the invalid provision or application as though the invalid, illegal or unenforceable provision had never been contained herein.

CERTIFICATION OF BY-LAWS

I, the undersigned Secretary of the Parking Authority of the City of Scranton, certify this 19 day of NOVEMBER of 2003, that the foregoing set of By-Laws is a true and correct copy of the By-Laws of the Parking Authority of the City of Scranton, that the same has been duly compared, and is now presently in existence and effect, and that the same has not been cancelled, revoked or amended.



Wayne Hiller
Secretary, Scranton Parking Authority

Parking Authority of the City of Scranton, Pennsylvania

Resolution # 1 of 2003

RESOLUTION OF THE SCRANTON PARKING AUTHORITY REPEALING EXISTING BY-LAWS OF THE PARKING AUTHORITY OF THE CITY OF SCRANTON AND ADOPTING BY-LAWS OF THE PARKING AUTHORITY OF THE CITY OF SCRANTON

BE IT RESOLVED, and it is hereby resolved, that the Parking Authority of the City of Scranton hereby resolves and agrees to repeal the existing set of By-Laws previously adopted by the Parking Authority of the City of Scranton.

It is further hereby resolved and agreed that the Parking Authority of the City of Scranton adopts the attached set of By-Laws as the By-Laws for the Board of the Parking Authority of the City of Scranton.

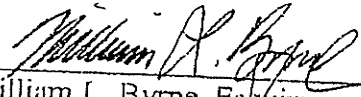
WHEREFORE, be it resolved, and it is hereby resolved, that the Board of the Parking Authority of the City of Scranton recognizes that the attached set of By-Laws is the set is the set of By-Laws to which the Parking Authority of the City of Scranton will adhere concerning the conducting of business for the Parking Authority of the City of Scranton and that said attached set of By-Laws governs the manner in which the business of Parking Authority of the City of Scranton is conducted.

WHEREFORE, be it resolved, and it is hereby resolved and agreed that Sean Hanlon, Chairman of the Scranton Parking Authority Board of Directors, and Wayne Hiller, Secretary of the Scranton Parking Authority Board of Directors, are hereby authorized to execute the above-referenced documents and agreements and all other necessary documents in order to effectuate the intent of the within Resolution.

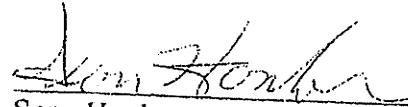
Duly resolved and adopted this 19th day of November, 2003, by the Parking Authority of
the City of Scranton, Lackawanna County, Pennsylvania, in lawful session duly assembled.

SCRANTON PARKING AUTHORITY

Attest:



William L. Byrne, Esquire
Solicitor, Scranton Parking Authority



Sean Hanlon,
Chairman, Scranton Parking Authority