

Bylaws

Dauphin County Tax Collection District

ARTICLE I. Board of Delegates

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

Section 2. Delegates. Each Taxing Authority that imposed an income tax prior to July 1, 2009, shall appoint one voting delegate, an alternate delegate and, if desired, a second alternate delegate. In the absence of the voting delegate, the first alternate delegate will be considered the voting delegate. In the absence of both the voting delegate and the first alternate delegate, the second alternate delegate will be considered the voting delegate. All delegates serve at the pleasure of and may be removed at any time by the governing body of the Taxing Authority that appointed the delegate. Official action taken by a delegate shall be deemed to be within the scope of authority as a delegate and shall not be deemed to constitute an illegal or an improper conflict of interest.

Section 3. Voting. Except for the appointment of a tax officer, all actions by the Board shall be by majority vote of those delegates present, provided a quorum is present at the time of voting. In counting delegate votes, each delegate shall have one equally weighted vote for each taxing authority the delegate represents. With respect to the appointment of a tax officer, all actions

taken by the Board shall be by majority of the weighted vote of those delegates present, provided a quorum is present at the time of voting. The Department of Community and Economic Development ("DCED") will calculate the weight of each delegate's vote pursuant to 53 P.S. § 6924.505(c)(3) and publish the results in the Local Tax Register. Pursuant to such section, the TCC shall recalculate the weighting of the votes of the delegates on July 1, 2010 and on July 1 every year thereafter based on the appropriate parameters. The weight of the vote of a delegate appointed to represent more than one taxing authority shall be the sum of each weight assigned to the vote of each taxing authority delegate. Although these Bylaws may be altered, amended or repealed by majority vote of those delegates present, with each delegate having one equally weighted vote for each taxing authority the delegate represents, **no change to these Bylaws can be made concerning the appointment of a tax officer unless such change is made by roll call vote requiring the affirmative vote of a two-thirds (2/3) super-majority of all the delegate votes present.**

Section 4. Quorum. Quorum shall be established by the presence of eighteen (18) voting delegates of the TCC appointed under Section 505(b)(1) of Act 32. For purposes of calculating quorum, a delegate representing more than one Taxing Authority shall represent an amount in correlation to the number of Taxing Authorities (i.e., school districts and municipalities) the delegate represents. A quorum must be present in order to take official action.

Section 5. Meetings. Meetings of the Board shall be held on such dates as shall be established by the Board but no less often than quarterly. Public meetings of the Board shall be subject to the Sunshine Act (65 Pa.C.S.A. § 701 *et seq.*). Special meetings may be called by the Chairperson. The Secretary shall maintain the minutes of the meetings of the Board. Delegates shall not be permitted to participate in a meeting of the Board by conference call.

Section 5.1. Registered Office and Principal Place of Business. The registered office of the TCD is 112 Market Street, 7th Floor, Harrisburg, PA 17101, or such other locations within the TCD as the Board may from time to time determine.

Section 6. Board Duties. The duties of the Board shall include the following:

- a. The Board shall receive and review information provided by the Secretary, Chairperson and others in order to keep fully informed as to TCC business, operations and other affairs.
- b. The Board shall keep records of all votes and other actions taken by the TCC.
- c. The Board shall appoint and oversee a Tax Officer. In addition, the Board shall set the compensation of the Tax Officer and shall require, hold, set and review the Tax Officer's bond.
- d. The Board shall establish the manner and extent of financing of the TCC.
- e. The Board shall adopt, amend and repeal bylaws, resolutions, policies and procedures for the administration of the collection of taxes within the TCD.
- f. At each regular Board meeting, the Secretary shall present a report to the Board of all TCC expenditures paid or incurred during the interval preceding the month in which the meeting is held, but such reports shall be presented no less often than quarterly.
- g. Although the Board in performing its duties will rely substantially on information from and decisions by the Secretary, Chairperson and others, the Board shall have ultimate responsibility and authority with respect to TCC business, financial oversight and other TCC affairs. Nevertheless, a delegate shall not be personally liable for monetary damages for any action taken or for failure to take action unless: (1) the delegate has breached or failed to perform the duties of a delegate in good faith, in a manner reasonably believed to be in the best interest of the TCD and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The TCD shall indemnify

each delegate and officer to the fullest extent permitted by law against all judgments, fines, and liabilities, plus reimburse them for all reasonable expenses, including, but not limited to, court costs, attorney's fees, and any amount paid in any settlement, which judgments, fines, liabilities, and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and in which they were involved because of anything they have, or may have, done or admitted to do as a delegate or officer of the TCD. The TCD shall have the power to purchase and maintain insurance on behalf of any person who is or was a delegate, officer, employee or agent of the TCD, or is or was serving at the request of the TCD as a delegate, officer or employee. Each person who shall act as an authorized representative of the TCD shall be deemed to be doing so in reliance upon the rights of the indemnification provided by this Article.

- h. The Board will always have the right to direct TCC action on any matter by policy, resolution, directive or other measure, including a direction that reverses prior action of any committee or officer. Any reversal of a prior action shall not negate any contract rights acquired by a third party pursuant to a contract properly approved before the Board action reversing the prior decision.

Section 7. Retention of Board Authority. Except as otherwise provided in these Bylaws, all powers of the FCC shall be exercised by or under authority of the Board, and the business and affairs of the TCC shall be managed under direction of the Board. The Board may delegate authority for actions to committees, officers and others; provided, however, only the Board shall have authority to act on any of the following:

- a. Adoption, amendment or repeal of policies, procedures, bylaws or resolutions.
- b. Approval to merge or take joint action with one or more other tax collection committees to form a multi-county tax collection committee.
- c. Approval to acquire, lease, rent or dispose of real or personal property.
- d. Appointment of additional officers.

- e. Approval of the TCC annual budget.
- f. Appointment or removal of TCC officers.
- g. Appointment of the TCC solicitor, TCC auditor, TCC insurance agent and Tax Appeal Board Members.
- h. Approval to create a tax bureau, as such term is defined in Act 32 of 2008, to collect taxes within the TCD, or to dissolve any such tax bureau.
- i. Approval of requests by political subdivisions for the TCC to collect any tax other than income tax.
- j. Appointment of the Tax Officer and approval or termination of the tax collection agreement with the Tax Officer.
- k. Approval to open, relocate or close any office.
- l. Ratification of all TCC expenditures.
- m. Initiation of lawsuits.
- n. Transfer of funds between or among tax collection committees.
- o. Approval to borrow money, accept grants, incur indebtedness and issue notes, debentures and other obligations to evidence borrowing.
- p. Appointment of one or more banks to serve as the primary depository for the TCC.
- q. Any other issue or matter as to which the Board in the future adopts a resolution reserving the authority to act on the issue or matter.

Section 8. Fiduciary Relationship. The delegates of the Board (i.e., Board of Delegates, which governs the TCC) shall stand in a fiduciary relationship with the Taxing Authorities (i.e., the school districts and municipalities) and the TCD (i.e., the Dauphin County Tax Collection District) as to the deposit of all taxes on earned income and net profits which the appointed tax officer shall collect throughout the TCD.

Section 9. Standard of Care. The delegates of the TCC Board, in performance of their duties under these Bylaws and Act 32 of 2008, shall exercise the standard of care required by Pa. 20 C.S. Ch. 73 (relating to municipalities investments).

Section 10. Liability. Delegates of the TCC Board shall not be personally liable on any obligations of the TCC.

ARTICLE II. Officers, Agents and Employees

Section 1. Officers. The Board will have and shall elect the following officers: Chairperson, Vice-Chairperson, Secretary and any other officers as provided by these Bylaws (the "Officers").

Different offices may be held by the same person if determined appropriate by the Board. Beginning at the January 2011 annual organization meeting and every year thereafter, each officer shall hold office for a term of one (1) year starting at the annual organization meeting and until a successor has been elected, or earlier if a vacancy occurs. Any Officer may be removed by the Board at any time, with or without cause.

Section 2. Annual Meeting. In the year after the first meeting and every year thereafter, the Board shall designate the third Wednesday in January as its annual organization meeting. At the annual organization meeting, the Board shall elect officers, review the tax officer's performance, and as necessary the Board may appoint a solicitor, a certified public accountant or public accountant to perform an annual audit of the tax collection activities of the Tax Officer and the financial activities of the TCC, the members of the Tax Appeal Board, and one or more banks to serve as the primary depository for the TCC.

Section 3. The Chairperson. The Chairperson shall be a voting delegate. The Chairperson shall preside at Board meetings, set Board meeting agendas, and perform other duties as designated by the Board.

Section 4. The Vice-Chairperson. The Vice-Chairperson shall be a voting delegate and shall perform duties as designated by the Board. In the event of the Chairperson's absence or unavailability, the Vice-Chairperson

shall perform the duties of the Chairperson at that meeting only.

Section 5. The Secretary. The Secretary may or may not be a voting delegate. The Secretary shall maintain the minutes and records of the Board and provide notices to each delegate and alternate appointed to the TCC. If the Secretary is not in attendance at a meeting, the Chairperson shall designate one of the delegates in attendance to act as Secretary for purposes of that meeting only. Within thirty (30) days after the election of any officer, the Secretary shall notify DCED of the name and address of each officer.

Section 6. Additional Officers. The Board may appoint officers in addition to the Chairperson, Vice Chairperson and Secretary. Any additional officer may or may not be a voting delegate, shall not preside at meetings unless both the Chairperson and Vice-Chairperson are absent or unavailable, and shall perform duties as designated by the Board.

Section 7. Tax Officer. The Board shall appoint a Tax Officer for the assessment, collection and administration of income taxes levied, imposed and collected in fiscal years beginning on and after January 1, 2012. Prior to initiating any official duties, the Tax Officer shall give and acknowledge a bond to the TCC consistent with the provisions of 53 P.S. § 6924.509(d) and any regulations or guidelines published by DCED.

Section 8. Solicitor. The Board shall appoint a Solicitor to advise the TCC regarding any legal issues that may arise. The Solicitor shall be present at all regular meetings of the Board and shall be present at other meetings of the Board and the Tax Appeal Board upon request. The Solicitor shall be the chief consulting officer of the TCD in all legal matters and, subject to the control of the TCC, shall have general control of the matters of legal import concerning the TCD.

Section 9. Open Records Officer. The Board shall appoint an Open Records Officer. The Open Records Officer shall consult with the Solicitor as needed and ensure that the TCC is compliant with The Right to

Know Law, 65 P.S. § 67.101 *et seq.* The Open Records Officer shall receive Right to Know requests submitted to the TCC, direct the requests to the appropriate person within the TCC or within another agency, track the TCC's progress in responding to requests and issue interim and final responses to requests.

ARTICLE III. Notice

Section 1. Required Notices. The TCC shall give notice to all voting and nonvoting delegates and officers of all meetings of the Board. The TCC shall give such notice at least 5 business days in advance of any regular or special Board meeting. If a delegate is unable to be present at a Board meeting, it is the responsibility of the delegate to advise the taxing authority's alternate delegates. The TCC shall give notice to all committee members of all meetings of committees of the Board. The TCC shall give such notice at least 24 hours in advance of any regular or special committee meeting. Any person shall have the right to waive required notice. A meeting notice shall at minimum specify the date, time and address of the meeting. For a public meeting, the Secretary shall also give public notice of the meeting in accordance with the Pennsylvania Sunshine Act.

Section 2. Manner of Giving Notice to Delegates, Officers or Committee Members. Any notice or document required to be given to a delegate, officer or committee member shall be given to the person either by hand delivery, or by sending a copy thereof as follows:

- a. Written notice may be given by first class or express mail, postage prepaid or other courier service with charges prepaid, to the person's postal address supplied by the person to the Board for the purpose of notice. Notice given in this manner shall be deemed given to the person when deposited in the U.S. mail or with a courier service for delivery to the person.
- b. Alternatively, written notice may be given by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other communication supplied by the person to the Board for the purpose of notice. Notice given in this manner shall be deemed given to the person when confirmed by a matching transmission receipt from a facsimile or a matching read receipt from the email recipient.

- c. Alternatively, notice of a meeting required to be given to a delegate, officer or committee member may be given by telephone. Notice given in this manner shall be deemed to be given to the person when a telephone conversation occurs with the person, or when a voice mail is left on a recording at a telephone number supplied by the person to the Board for the purpose of notice.

Section 3. Manner of Giving Notice to Taxing Authorities. Any notice or document required to be given directly to a Taxing Authority shall be given either by hand delivery, or by sending a copy thereof as follows:

- a. Written notice may be given by first class or express mail, postage prepaid or other courier service with charges prepaid, to the Taxing Authority postal address either supplied to the Board by the Taxing Authority or appearing on the Taxing Authority website which has been updated in the past year. Notice given in this manner shall be deemed given to the Taxing Authority when hand delivered or deposited in the U.S. mail or with a courier service for delivery to the Taxing Authority.
- b. Alternatively, written notice may be given by facsimile transmission, e-mail or other electronic communication to the Taxing Authority facsimile number or address for e-mail or other communication supplied to the Board by such Taxing Authority or appearing on the Taxing Authority website which has been updated in the past year. Notice given in this manner shall be deemed given to the Taxing Authority when confirmed by a matching transmission receipt from a facsimile or a matching read receipt from the email recipient.

Section 4. Manner of Giving Notice to DCED. Any notice or document required to be given to DCED may be given by first class or express mail, postage prepaid, or other courier service with charges prepaid, to

DCED's official address. Notice may also be given to DCED in any other manner established by DCED. Notice shall be deemed given to DCED when deposited in the U.S. mail or with a courier service for delivery to DCED.

ARTICLE IV. Committees

Section 1. Committees. The Board may designate committees as needed. The members of such committees shall be appointed by the Chairperson, subject to the approval of the Board. Chairpersons of such committees shall be elected by the members of such committees by a majority vote of the members. In counting member votes, each member shall have one equally weighted vote.

Section 2. Committee Meetings. Committee meetings shall be held on dates and at times established by the respective committee. Special committee meetings shall be called upon request received from any officer or committee member and upon approval of the Chair of the committee.

Section 3. Quorum and Voting. Quorum of a committee shall be established by the presence of a majority of all committee members. Except as otherwise provided by these bylaws, all action taken by a committee shall be by majority vote of all committee members present.

Section 4. Committee Powers and Duties. Subject to these bylaws, any committee appointed by the Board shall have and may exercise all powers and authority granted by resolution of the Board.

Section 5. Coordination. The various committees shall coordinate their activities. Any recommendation which shall require the expenditure of funds not provided in the budget shall first be transmitted in writing to the Board.

Section 6a. Executive Management Committee. Powers and Duties. Notwithstanding the foregoing, there shall be an Executive Management Committee comprised of the three elected officers (i.e., TCC Board Chairperson, Vice-Chairman and Secretary) and six other voting delegates of the TCC Board. The nine-person Executive Management Committee shall meet as necessary in order to transact the business of the TCD between meetings of the TCC Board. A quorum of the Executive Management Committee shall be established by the presence of a majority of all members thereof. All action taken by the Executive Management Committee shall be by majority vote of all members present. Any official action taken by the Executive Management Committee shall be subject to ratification of the TCC Board at the next meeting of the TCC following such action.

Section 6.b. Executive Management Committee – Composition. To the extent practicable (i.e., feasible; capable of being put into practice), the nine-person Executive Management Committee will be geographically balanced, representing the distinct areas of the TCD. Moreover, the members of the Executive Management Committee will, to the extent practicable, consist of delegates for all types of Taxing Authorities within the TCD (i.e., townships, boroughs, city, school districts). Except for the three elected officers serving ex officio, the members of the Executive Management Committee shall be appointed by the Chairperson, subject to the approval of the TCC Board.

ARTICLE V. Finances

Section 1. Fiscal Year. The TCC fiscal year shall begin on January 1st and end on December 31st.

Section 2. The Budget. As required by Section 505 (L)(1) of Act 32 of 2008, the TCC Board shall adopt an annual budget providing for compensation of the tax officer and other expenses of operating the TCD. Each year, a proposed budget shall be timely distributed by the TCC Board Chairperson to the delegates so that the TCC Board can take official action on the proposed budget before the beginning of the next fiscal year. The TCC Board shall approve a budget for the next fiscal year before the end of the current fiscal year. A copy of

the approved budget shall be made available to each delegate by means of electronic transmission, or as otherwise determined by the TCC Board Chairperson.

Section 3. Allocation of Costs. As required by Section 505 (L)(2) of Act 32 of 2008, the net expenses of the TCC shall be allocated among the taxing authorities for which the TCC collects taxes. All such expenses shall be weighted and paid by the taxing authorities in direct proportion to the income tax revenues collected in each participating taxing authority based upon the TCC's most recent annual audit report.

Section 4. Bonds. In addition to the bonds for the Tax Officer and others, the Board may require a bond in an appropriate amount set by the Board which cost shall be assumed by the Board for each person with signature authority on any of the accounts of the TCC.

ARTICLE VI. Miscellaneous

Section 1. Adding a Taxing Authority. If, after June 30, 2009, a taxing authority imposes an income tax for the first time, the taxing authority shall provide all documentation necessary for the collection of taxes to the TCC as determined by the TCC. Once the TCC confirms the taxing authority has provided the documentation necessary for the collection of taxes, the taxing authority's delegate may elect to participate on the Board as a voting delegate in accordance with these Bylaws.

Section 2. Tax Appeal Board. The Tax Appeal Board or the Joint Tax Appeal Board shall hear the appeals of a determination of the Tax Officer relating to the assessment, collection, refund, withholding, remittance or distribution of income taxes. An appeal may be filed by a taxpayer, employer, political subdivision or another tax collection district. All Tax Appeal Board members shall be voting delegates. The Tax Appeal Board shall be comprised of three (3) regular members and two (2) alternate members appointed by the Board. A panel of three (3) members shall hear and decide

each appeal. If a regular member is unavailable to participate in the appeal, one of the alternate members shall participate in place of the regular member. The members of the Tax Appeal Board shall not be the Tax Officer or an employee, agent, advisor or consultant of the Tax Officer of the TCC or any other TCC that is a member of the Joint Tax Appeal Board. The TCC may join with other tax collection committees to form a Joint Tax Appeal Board. All appeals shall be conducted in a manner consistent with 53 Pa.C.S. § 8431 *et seq.* A member of the Tax Appeal Board may be removed by the Board at any time, with or without cause. The Tax Appeal Board may consult with the TCC Solicitor regarding any legal issues that may arise.

Section 3. Amending the Bylaws. These Bylaws may be altered, amended and repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of those delegates present at any regular or special meeting, provided that the Board shall, via electronic transmission, provide a copy of each proposed amendment to all delegates at least thirty (30) calendar days before the Board meeting at which such amendments will be presented for adoption. A copy of each proposed amendment shall be timely mailed (i.e., at least thirty (30) calendar days), via regular mail, to those delegates who have failed to provide the Board with an e-mail address.

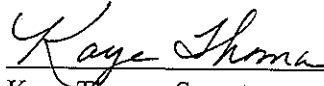
Section 4. Gender. All references to the male and use of the male pronoun in these bylaws shall be considered to be references to the female and use of the female pronoun where applicable.

Section 5. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 6. Contracts. Except as otherwise provided in these bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the TCD, and such authority may be general or confined to specific instances.

Section 7. Deposits. All funds of the TCD shall be deposited from time to time to the credit of the TCD in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.

The undersigned, Secretary of the Dauphin County Tax Collection Committee, constituted and operated as set forth in Act 32 of 2008, hereby certifies that this is a complete and accurate copy of the original Bylaws of the Dauphin County Tax Collection Committee.



Kaye Thoma, Secretary

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As Further Amended: January 19, 2022