

BY-LAWS OF THE

UNDERGROUND STORAGE TANK INDEMNIFICATION BOARD

(Revised & Approved by the Board on June 14, 2018)

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By-Laws Of The Underground Storage Tank Indemnification Board

ARTICLE I OFFICE

The principal office of the Board shall be in the city of Harrisburg, County of Dauphin, Commonwealth of Pennsylvania. Other offices or places of business may be established whenever and wherever in the Commonwealth of Pennsylvania in the judgment of the Board it may be deemed to be advisable.

ARTICLE II THE BOARD

Section 1. Members

The Board shall consist of fourteen members, eight appointed by the Governor, one appointed by the President Pro Tempore of the Senate, one by the Minority Leader of the Senate, one by the Speaker of the House of Representatives, one by the Minority Leader of the House of Representatives, and two ex officio. The ex officio members shall be voting members.

Section 2. General Powers

The Board's business, affairs and property shall be managed, and its' powers exercised by, a governing body consisting of the members acting as a Board under the direction of the Chairperson. Subject to the provisions of the Storage Tank and Spill Prevention Act of 1989, as amended, and these by-laws, the Board may exercise all such powers and do all such things as may be exercised or done by the Board by a majority vote at a meeting at which a quorum of the members of the Board are present.

Section 3. Election of Chairperson and Vice Chairperson

The Chairperson and Vice Chairperson of the Board shall be elected annually by the members of the Board. The Chairperson and Vice Chairperson of the Board shall be elected by a majority vote of the members present and voting. The ex officio members of the Board shall not be eligible for election as Chairperson or Vice Chairperson. The Vice Chairperson shall serve as the Chairperson in the absence of the Chairperson.

Section 4. Powers

The Chairperson shall preside at all meetings of the Board and shall establish the Agenda for all meetings of the Board. The Chairperson

shall appoint all committees of the Board and shall, with the approval of the Board, authorize members of the Board to conduct hearings and to administer oaths. Ex officio members of the Board shall not be authorized to conduct hearings or administer oaths. The Chairperson or designee shall sign all orders, rules and regulations of the Board. The Chairperson or designee shall sign all contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Board or be required by law to be otherwise signed or executed.

Section 5. Conflict of Interest

Any member of the Board who shall have a potential conflict of interest with any action of the Board, by reason of such action involving any payment from which he or she or his or her employer or any member of his or her immediate family may benefit, shall declare to the Chairperson the potential conflict and abstain from voting on such action. No member of the Board or officer, or employee thereof or their immediate families shall directly receive any personal financial benefit resulting from any contract or agreement with the Board for any matter, cause or thing whatsoever by reason whereof any liability or indebtedness shall in any way be created against the Board.

Section 6. Quorum

Eight members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but in order to so constitute a quorum, the members must be physically present at the meeting or attending by teleconference and include at least one ex officio member. If less than eight members are present at a meeting, a unanimous consent of the members present may adjourn the meeting from time to time without further notice.

Section 7. Alternate(s)

Each member of the Board may appoint an alternate to serve on the Board and perform the duties of a member in his or her absence. The designation of an alternate must be in writing and signed by the Board Member. The alternate's designation must be on file with the Executive Director and maintained as an official part of the Board's records.

ARTICLE III MEETINGS

Section 1. Meetings Generally

All meetings of the Board shall be conducted in accordance with and subject to the most recent revision of Robert's Rules of Order. The Board shall not have the power to suspend application of such Rules of Order to its meetings. All meetings of the Board, and those provisions in these by-laws that address the Board's meetings, shall be subject to, and in compliance with, the provisions of the Act of October 15, 1998, P.L. 729, No. 93, known as, "The Sunshine Act."

Section 2. Regular Meetings

The Board shall hold regular meetings at least quarterly. Regular meetings of the Board may be held with notice to the members and at such time and place as shall from time to time be determined by resolution of the Board.

Section 3. Special Meetings

The Chairperson may call a special meeting of the Board at any time. The Chairperson shall call a special meeting of the Board whenever presented by a written request of three members of the Board to call a special meeting. Special meetings may be held at any time or place.

Section 4. Notice

The Chairperson, or his/her designee, shall give notice to each member of the Board of each special meeting by mailing or by electronic facsimile transmission or by emailing a notice at least seven to ten (7 to 10) days before the special meeting or by hand delivering or telephoning the same on the day before the meeting, but such notice may be waived by any member of the Board. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5. Transaction of Business

At any meeting at which at least a quorum of the Board shall be present, even though without notice to the members, any business may be transacted. One or more members of the Board may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons present at the meeting can hear each other.

Section 6. Manner of Acting

The act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Presumption of Assent

A member of the Board who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken, unless the member votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

ARTICLE IV
BUSINESS AFFAIRS

Section 1. Custodian of Funds

The State Treasurer shall be the custodian of all funds and monies of the Board.

Section 2. Fiscal Matters

The Comptroller of Central Services shall keep full and accurate records and accounts of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Board. The Comptroller shall endorse for collection or deposit to the credit of the Board bills, notes, checks and other negotiable instruments of the Board coming into his or her hands for deposit in the Underground Storage Tank Indemnification Fund.

The Comptroller shall report all receipts and expenditures to the Board quarterly and at such times as the Board may require. The comptroller shall annually prepare and submit to the Board at the close of each fiscal year a full and complete report or statement of all monies received and expended and of the existing condition of the funds and assets of the Board for such year. The Comptroller' books and records shall be subject to the inspection of the members of the Board at any time.

Section 3. Audits

The books and records of the Board shall be subject to examination and audit by the Auditor General, State Treasurer or any other properly authorized agency of the Commonwealth of Pennsylvania from time to time. The Board shall contract for and cause to be performed an annual independent audit of the Underground Storage Tank Indemnification Fund.

Section 4. Contracts

The Board may authorize the Insurance Commissioner to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specific instances.

Section 5. Expenditures

All orders for the payment of monies or in incurring of expenses issued in the name of the Board shall be signed by such officer or officers, agent or agents, employee or employees of the Board and in such manner as authorized by the Board.

Section 6. Fiscal Year

The fiscal year of the Board shall begin on the first day of July and end on the thirtieth day of June in each year.

Section 7. Executive Director

The Board shall appoint an Executive Director and such other officers, agents and employees at such compensation as the Board may from time to time determine. All officers, agents and employees shall perform such duties as are prescribed by the Board. The Executive Director is hereby given authority to administer the Fund and act on behalf of the Board in day-to-day conduct of Fund business affairs.

Section 8. Duties of the Executive Director

The Executive Director shall, subject to the orders of the Board, have general supervision and direction of the business affairs of the Board, which may include selection of staff and other administrative duties subject to the provisions of the Storage Tank and Spill Prevention Act of 1989, as amended, and these by-laws. The Executive Director shall see that all orders, resolutions, rules and regulations of the Board are carried into effect, subject however to the right of the Board to delegate any powers or duties to any other officer, agent or employee of the Board. The Executive Director shall keep the minutes of all meetings of the Board. The Executive Director shall have charge of the books and records of the Board and shall perform such other duties as may be conferred upon him or her from time to time by the Board.

Section 9. Employment of Experts, Etc.

The Board may name and appoint from time to time such special technical experts, legal counsel, actuaries and consultants as may be required, to serve at the will of the Board.

Section 10. Fixing of Duties

The Board may fix the respective duties of any special or technical experts, legal counsel, actuaries, consultants, agents or employees, and under whose supervision or direction they or any of them shall serve.

Section 11. Waiver of Notice

Any notice required to be given under these by-laws may be waived in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein.

ARTICLE V **AMENDMENTS**

The Board shall have the power to make, alter, amend, suspend and repeal the by-laws by a vote of not less than a majority of the voting members at any regular or special meeting of the Board without

previous notice of such purpose.

Approved by the Board on the 14th day of June 2018.