

**ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION COMMITTEE
ALLEGHENY COUNTY, PENNSYLVANIA**

RESOLUTION NO. 2010-002

**A RESOLUTION OF THE SOUTHEAST TAX
COLLECTION COMMITTEE APPROVING BYLAWS
FOR ITS OPERATION**

WHEREAS, the ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION COMMITTEE is the governing body of the Allegheny County Southeast Collection Tax District created pursuant to Act 32 of 2008, P.L. 197, Consolidated Collection of Local Income Taxes; and

WHEREAS, it is in the best interest of the ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION COMMITTEE to adopt Bylaws for its operation.

NOW, THEREFORE BE IT RESOLVED that the ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION COMMITTEE hereby adopts bylaws for its operation, a copy of said bylaws, as adopted, are attached hereto marked Exhibit "1" and made part of this Resolution.


All Resolutions or parts of Resolutions which are inconsistent herewith are hereby repealed. The following Resolution or parts thereof are specifically repealed; and

If any section, clause, provision or portion of this Resolution shall be held invalid or unconstitutional by any court of competent jurisdiction, such decision shall not affect any other section, clause, provision or portion of this Resolution so long as it remains legally enforceable minus the invalid portion.

RESOLVED this 25th day of March, 2010.

ATTEST:

ALLEGHENY COUNTY SOUTHEAST TAX
COLLECTION COMMITTEE



Secretary



Chairman

ALLEGHENY COUNTY SOUTHEAST REGION

TAX COLLECTION COMMITTEE

BYLAWS

Effective: MARCH 25, 2010

ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION COMMITTEE

BYLAWS

Effective: MARCH 25, 2010

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**ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION
COMMITTEE
BYLAWS**

Effective: MARCH 25, 2010

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ALLEGHENY COUNTY SOUTHEAST TAX COLLECTION COMMITTEE

Bylaws Effective:

MARCH 25, 2010

Background. The Allegheny County Southeast Tax Collection Committee ("TCC") is a government entity created and organized under Act 32 of 2008, 53 P.S. § 6924.501 *et seq.*, which amended and restated the Local Tax Enabling Act ("LTEA"), 53 P.S. § 6901 *et seq.* Under Act 32, the TCC is required to appoint a tax collector to collect earned income and possibly other taxes within the Allegheny County Southeast Tax Collection District, and to oversee tax collection within the Allegheny County Southeast Tax Collection District ("TCD").

The school districts and municipalities listed in Exhibit "A", attached hereto and incorporated by reference, are within the TCD. These school districts and municipalities are referred to herein as "taxing authorities."

ARTICLE I. Governing Body - Board of Delegates

Section 1. Voting and Alternate Delegates: The Governing Body shall be called the "Board of Delegates," and will be referred to herein as the "Board." Taxing authorities that impose an income tax shall appoint a primary voting delegate, a first alternate voting delegate, and an optional second alternate voting delegate. The Board shall consist of voting delegates appointed by these taxing authorities. Delegates may but need not be residents of the taxing authority they represent. No single individual may simultaneously serve as a delegate for multiple taxing authorities. In the absence of the primary voting delegate, the first alternate delegate will be considered the voting delegate. In the absence of both the primary voting delegate and the first alternate delegate, the second alternate delegate will be considered the voting delegate.

a. Delegate Term of Office: The delegates appointed in 2009 shall serve until a successor has been appointed, or earlier death, resignation, or removal of the delegate. If there is a vacancy in the position of delegate representing any taxing authority, the taxing authority or taxing authorities will promptly appoint a new delegate to fill the vacancy. Each delegate shall be required to furnish the Secretary of the TCC a Statement of Financial Interest form due May 1 of each year.

b. Delegate Removal: 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.

c. **Delegate Qualifications:** All delegates appointed to the Board will be eighteen (18) years of age or over.

d. **Tax Enactments and Other Information:** Each taxing authority that imposes an income or other tax over which the TCC has assumed authority or appoints a nonvoting delegate shall promptly provide the TCC with all information and documents necessary for TCC operation and for tax collection as requested by and in a form satisfactory to the TCC, including certified copies of the taxing authority's tax enactments, the names and contact information of all appointed delegates, and all other information requested by the TCC.

Section 2. Board Meetings: The Board will hold quarterly or more frequent meetings on dates and at times established by the Board, or by the Chairperson in the absence of Board action. Special meetings will be called by the Secretary upon request received from any officer or any ten (10) delegates. One of the regular meetings will be designated as the annual organization meeting as set forth in Article II, Section 2. At its annual organization meeting occurring in January the Board will establish the annual meeting schedule.

Section 3. Quorum: A quorum shall consist of the presence of delegates holding a majority of the sum of all taxing authority votes. Delegate attendance and participation must be in person. Telephone attendance and participation shall not be permitted.

Section 4. Meeting Conduct: All Board meetings will be conducted according to any policies or rules established by the Board, and in default of such rules by Robert's Rules of Order.

Section 5. Vote Weight/Votes Required for Action on Matters Other than Major Decisions:

a. **General Rule on Vote Required:** Except as otherwise provided in these bylaws, all action taken by the Board shall be by the affirmative vote of a majority of all delegate votes present.

b. **Weighted Voting:** In counting delegate votes, the vote of each delegate will be weighted. Pursuant to 53 P.S. § 6924.505(c)(3), the TCC shall re-weight each taxing authority delegate's vote effective immediately upon approval of these By-Laws and effective each July 1 every year thereafter, and at any time when a new taxing authority is added to or removed from the TCC as set forth in Article VII. Each delegate's vote will be weighted solely in direct proportion to the income tax revenues collected for each taxing authority based on each taxing authority's most recent annual

financial report submitted to DCED or the Pennsylvania Department of Education (PDE). Within fifteen (15) days of submission to DCED and PDE, each taxing authority shall provide to the TCC a copy of its annual financial report.

Section 6. Board General Powers and Duties:

Except as otherwise provided in these bylaws, all powers of the TCC 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. However, without regard to any prior delegation of authority:

a. The Board shall receive and review information provided by the Management Committee, Secretary, Chairperson, and others in order to keep fully informed as to TCC business, operations, and other affairs.

b. At each regular Board meeting, the Chairperson will present to the Board for ratification all TCC expenditures paid or incurred during the calendar year quarter preceding the month in which the meeting is held.

c. Although the Board in performing its duties will rely substantially on information from and decisions by the Management Committee, Secretary, Chairperson, and others, the Board shall have ultimate responsibility and authority with respect to TCC business, financial oversight, and other TCC affairs.

d. 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. Major Decisions

a. **Board Powers Retained and Not Delegated:** The Board shall not delegate authority to act on, and only the Board shall have authority to act on, any Major Decision. Major Decisions are those decisions set forth in this Section 7 below and must be included as an item on the printed Agenda which must be provided to all delegates at least 48 hours prior to the Board Meeting where action will be taken.

b. Vote Required for Major Decisions:

1. Supermajority Vote Required for Certain Major Decisions:

Notwithstanding any other provision of these bylaws, action taken by the Board on the following Major Decisions shall be by roll call vote and shall require the affirmative vote of a 2/3 super-majority of all delegate votes present, but not less than 50% of all delegates' votes that could be cast if all delegates were present: (1) Approval of any amendment of these bylaws. (2) Approval to merge or take joint action with another TCC to form a multi-district TCC. (3) Approval to purchase or sell real estate. (4) Approval of the TCC annual budget. (5) Approval to create a bureau to collect tax within the TCD. (6) Appointment of the tax collector and approval or termination of the tax collection agreement with the collector. (7) Approval to borrow money or otherwise incur debt not provided for in a budget approved by the Board.

2. Vote Required for Other Major Decisions: Action taken by the Board on all other Major Decisions will be by the affirmative vote of a majority of all delegate votes present. Those Major Decisions include the following: (1) Appointment or removal of TCC officers. (2) Appointment or termination of the TCC solicitor, an accounting firm to audit the TCC annual financial statements, the TCC insurance agent, Tax Appeal Board Members, and one or more banks or financial institutions to serve as the primary depository for the TCC or to otherwise accept TCC deposits or provide investments for the TCC. (3) Approval to assume jurisdiction over any tax other than income tax if requested by a component taxing entity for and on behalf of that taxing entity. (4) Approval of any real estate lease to the extent the lease requires payments not provided for in a budget approved by the Board. (5) Appointment or termination of a TCC Executive Director. (6) Approval to open, relocate, or close any office. (7) Approval of any contract extending more than one (1) year or creating a liability greater than a specific amount established by Board resolution adopted pursuant to this section of the bylaws. (8) Approval of the sale of any TCC asset or combination of assets when the purchase price exceeds a specific amount established by Board resolution adopted pursuant to this section of the bylaws. (9) Approval of any expense that will cause total TCC expenses for the year to exceed total annual budgeted expenses. (10) Approval to hire any individual to the extent funds have not been provided for the position in a budget approved by the Board. (11) Approval for the creation or dissolution of any new entity owned or controlled by the TCC. (12) Approval of an accounting firm for audit of the tax collector financial statements in compliance with 53 P.S. § 6924.505(h). (13) Any other issue or matter as to which the Board in the future adopts a resolution designating the issue or matter to be a Major Decision.

ARTICLE II. Officers, Agents, Employees

Section 1. Officers: The Board will have the following officers: (1) Chairperson; (2) Vice-Chairperson; (3) Secretary; (4) Assistant Secretary/Treasurer; (5) Treasurer, and such other officers or assistant officers as elected by the Board. The Chairperson and Vice-Chairperson shall each be a TCC voting delegate. Other officers may but need not be TCC voting delegates.

Section 2. Annual Board Organization Meeting/Officer Election/Other Appointments: Upon adoption of these bylaws, an organizational meeting will be held. At the first organization meeting after the adoption of these bylaws, the Board shall elect the officers designated in Section 1 of this Article II. The Board shall also elect five (5) delegates at large to serve as members of the Management Committee. Effective 2011, an annual organizational meeting will be held each January. Within thirty (30) days after the election of any officer, the Secretary shall notify DCED of the name and address of each officer. At the annual organization meeting, the Board will also review the tax collector's performance, review TCC audited financial statements, appoint the TCC solicitor, appoint an accounting firm to audit the TCC annual financial statements, appoint the TCC insurance agent, appoint Tax Appeal Board members, approve one or more banks or other financial institutions to serve as the primary depository for the TCC or otherwise to accept TCC deposits or provide investments for the TCC, and take other action as necessary or appropriate.

Section 3. Officer Term of Office: The officers elected in 2009 shall hold office until final approval of these By-Laws at which time a successor will be elected, or earlier death, resignation, or removal of the officer. Thereafter, the Chairperson, Secretary and Assistant Secretary/Treasurer shall hold office for an initial term of one (1) year or earlier death, resignation or removal. Elections for Chairperson, Secretary and Assistant Secretary/Treasurer will take place at the annual organization meeting in 2011 and every two (2) years thereafter. The Vice-Chairperson and Treasurer elected after the adoption of these bylaws shall hold office for a term of two (2) years or earlier death, resignation or removal. Elections for Vice-Chairperson and Treasurer will take place at the annual organizational meeting in 2012 and every two (2) years thereafter.

Section 4. Removal of Officers, Agents, and Tax Appeal Board Members: Any officer, agent, or Tax Appeal Board member may be removed by the Board at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of any officer shall not of itself create contract rights.

Section 5. Chairperson: The Chairperson shall be a TCC voting delegate. The Chairperson shall preside at Board meetings. Except as otherwise determined by the

Board, the Chairperson shall set Board meeting agendas, conduct Board meetings, and perform other duties as determined by the Board.

Section 6. Vice-Chairperson: The Vice-Chairperson shall be a TCC voting delegate. The Vice-Chairperson shall perform duties as determined by the Board. In the absence or unavailability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.

Section 7. Treasurer: The Treasurer may but need not be a TCC voting delegate. Together with the Management Committee, The Treasurer shall be responsible for oversight of TCC finances, and shall endeavor to ensure that the Board and Management Committee have adequate information concerning TCC finances. The Treasurer shall perform other duties designated by the Board, the Management Committee, or the Chairperson.

Section 8. Secretary: The Secretary may but need not be a TCC voting delegate. The Secretary will notify DCED within thirty (30) days of adoption of these bylaws or any amendments of these bylaws. The Secretary shall maintain the Board meeting minutes and all TCC records, provide all public notices required under the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 *et seq.*, provide all notices to delegates required by these bylaws, provide all notices to DCED required by these bylaws, provide all other notices required by applicable law, and shall perform other duties as determined by the Board.

Section 9. Assistant Secretary/Treasurer. The Assistant Secretary/Treasurer may, but need not, be a TCC voting delegate. In the absence of the Secretary or Treasurer, the Assistant Secretary/Treasurer shall perform the duties of the Secretary or Treasurer.

Section 10. Open Records Officer: The TCC shall appoint an Open Records Officer who shall serve until a successor is appointed, or earlier death, resignation, or removal. The Open Records Officer shall ensure compliance with the Pennsylvania Right-to-Know Law, 65 P.S. § 67.101 *et seq.*, and shall consult with the Solicitor as necessary in doing so. The Open Records Officer shall receive all Right-to-Know Law requests submitted to the TCC, shall direct these requests to appropriate persons within the TCC, shall track the TCC's progress in responding to requests, and shall issue interim and final responses to requests.

Section 11. Solicitor: The TCC shall appoint a Solicitor who shall serve until a successor is appointed, or earlier death, resignation, or removal. The Solicitor shall attend all Board meetings and serve as the legal advisor to the TCC.

ARTICLE III. Management Committee

Section 1. Management Committee Members: The Management Committee shall consist of the Chairperson, Vice-Chairperson, and five (5) delegates at large one of whom shall be the Immediate Past Chairperson if still a member of the Board.

Section 2. Management Committee Meetings: Regular Management Committee meetings shall be held on dates and at times established by the Management Committee. Generally, the Management Committee will hold meetings each month during months in which there is not a regular Board meeting. Special Management Committee meetings shall be called upon request received from any officer or Member of the Management Committee. Regular meeting dates and times established by the Management Committee may be changed by decision of the Chairperson.

Section 3. Quorum: A quorum of the Management Committee shall consist of the presence of a majority of all Management Committee members.

Section 4. Votes Required for Action: Except as otherwise provided in these bylaws, all action taken by the Management Committee shall be by majority vote of all Management Committee members.

Section 5. Management Committee Powers and Duties: The purpose of the Management Committee is to assist in oversight of TCC management and to exercise certain specific powers. Subject to these bylaws, the Management Committee shall have the following powers and duties:

a. **Recommendations to Board.** The Management Committee shall make recommendations to the Board on policies, long range plans, financial matters, Major Decisions, and any other matter it deems appropriate.

b. **Financial Oversight.** Although the Management Committee in performing its duties will rely substantially on information and advice from the TCC auditor, the Management Committee shall have responsibility to oversee TCC finances and tax collector financial statements, including the following specific responsibilities: (1) review TCC internal monthly financial statements; (2) review TCC and tax collector annual audited financial statements; (3) ensure presentation of the TCC and tax collector annual audited financial statements to the Board; (4) highlight for the Board any financial or other matters the Management Committee believes require attention or action; (5) ensure that the TCC has adequate internal controls relating to all financial matters; (6) establish the tax collector bond or theft protection insurance amounts; and (7) any other steps deemed appropriate for financial oversight.

c. **General Authority/Board Powers Retained.** Subject to these bylaws, the Management Committee is hereby authorized by the TCC to take action on any matter other than the following items which are reserved for decision by the Board:

- (1) Any Major Decision as defined in Article I, Section 7.
- (2) Any matter committed by resolution of the Board exclusively to the Board itself, or to another committee.
- (3) Amendment or repeal of any resolution of the Board.
- (4) Any action that is contrary to any action directed by the Board.

d. **Delegation of Specific Powers to Management Committee.** Without limiting the general grant of authority to the Management Committee contained in subsection (d) but subject to these bylaws and directions of the Board, the Management Committee shall have authority to act on the following matters:

- (1) Approval of any contract not reserved for Board action as a Major Decision.
- (2) Approval to amend the budget by transferring amounts budgeted in one expenditure category to another expenditure category when it is determined that the funds budgeted in the first category will not be needed.
- (3) Approval of specific expenses not included within the current budget, provided that such specific unbudgeted expense approved for any one item or for payment to any one vendor does not exceed a specific amount established by Board resolution adopted pursuant to this section of these bylaws, and provided also that the expense approved will not cause total TCC expenses for the year to exceed total annual budgeted expenses.
- (4) Approval of new accounts or signature authority with respect to accounts established at any bank or other financial institution previously approved by the Board.
- (5) Approval of employee or tax collector bond or theft protection insurance amounts.
- (6) Presentation of a recommended slate of officer nominees and other appointments at the Board annual organization meeting.
- (7) Calculation of TCC expense allocation among taxing authorities based upon the percentage of income tax revenues collected by each

taxing authority based on each taxing authority's most recent annual financial report submitted to DCED or PDE.

(8) Approval of the Department of Revenue Information Exchange Agreement.

(9) If there is a vacancy on the Tax Appeal Board occurring between Board annual organization meetings, appointment of a replacement until the next scheduled meeting of the TCC.

(10) Adoption of regulations, policies, and procedures for tax administration.

(11) Any other decision relating to TCC affairs which does not constitute a Major Decision.

ARTICLE IV. Other Board Committees

Section 1. Board Committee Appointment: The Board may establish one or more committees to consist of one or more delegates appointed to the committee by the Board or the Chairperson.

Section 2. Board Committee Term: Each Board committee other than the Management Committee shall serve until the earlier of completion of the business for which formed, or until dissolved by action of the Board.

Section 3. Board Committee Meetings: A Board committee shall meet on dates and at times established by the committee.

Section 4. Quorum: A quorum of a Board committee shall consist of the presence of a majority of all committee members.

Section 5. Votes Required for Action: All action taken by any Board committee shall be by a majority vote of all committee members.

Section 6. Other Board 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.

**ARTICLE V. Rules Concerning Required Notices/
Meeting Participation/Meeting Place/Manner of Voting**

Section 1. Required Meeting Notices:

a. 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 ten (10) 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.

b. A meeting notice shall at minimum specify the date, time, and address of the meeting.

c. 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 sent.

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. Notice given in this manner shall be deemed given to the taxing authority when 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 the taxing authority or appearing on the taxing authority website. Notice given in this manner shall be deemed given to the taxing authority when sent.

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.

Section 5. Manner of Voting: Except as otherwise stated in this section, voting at any public meeting of the Board, Management Committee, or Board committee may be done by voice vote, roll call, or any other means determined appropriate by the chairperson. Board or committee member voting by mail, proxy or telephone is not permitted. Voting on any matter requiring a supermajority vote of the Board under Article I, Section 7, shall be conducted by roll call vote. These bylaws provide for weighted voting by delegates pursuant to 53 P.S. § 6924.505(c)(3).

ARTICLE VI. Finances and Contracts

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

Section 2. Bond: All TCC employees, if any, officers and Management Committee Members shall be bonded or covered by crime insurance in amounts and with such coverage as determined by the Management Committee.

Section 3. Budget

a. **Budget Adoption:** The proposed annual budget of the TCC for the next fiscal year shall be prepared by the Management Committee and distributed to delegates at least fifteen 15 days prior to the Board meeting at which the budget is expected to be presented for adoption. A special meeting may be called for advance discussion of the proposed budget. The budget will generally be presented for adoption at a regular Board meeting held prior to the end of the fiscal year.

b. **Budget Amendment:** Because the TCC likely will not have a large annual budget, and the TCC might incur unanticipated expenses during the fiscal year,

the TCC may amend the annual budget during the fiscal year to reflect unanticipated expenses. The budget may be amended at any Board meeting.

Section 4. TCC Operating Expense Allocation and Payment:

a. **Application:** This section applies to the allocation of TCC operating expenses. It does not apply in any manner to the allocation of the cost of tax collection. Tax collection cost allocation will be decided by the Board and documented in a tax collection agreement with an appointed tax collector or otherwise as appropriate.

b. **TCC Budget Funding:** The expense of operating the TCC shall be shared among and paid by all taxing authorities within the TCD that are entitled to be represented by voting delegates. Expenses will be paid by each taxing authority in direct proportion to income tax revenues collected for the taxing authority. For 2010 and all future years, the shares will be calculated based on the weighted vote allocation as set forth in Article I, Section 5 b. Weighted Voting. The budget will be funded by one annual payment made by each taxing authority, with payments due on dates established by the Board as part of the budget or through action independent of the budget. If a budget amendment is adopted increasing the budget amount during the fiscal year, the increased amount will be funded by a payment made by each taxing authority, with the payment due on the date established by the Board as part of adopting the budget amendment. Promptly after Board adoption of the budget or budget amendment, the Chairperson or Secretary shall notify each taxing authority of its required payment or payments.

Section 5. Enforcement of Taxing Authority Obligation to Pay TCC Operating Expense Allocation: If a taxing authority fails to make one or more required payments due under the preceding Section on or before the due date established by the Board, the Secretary of the Board will give written notice to the taxing authority specifying the payment amount due. Upon receipt of this notice, the taxing authority shall immediately pay to the TCC the amount specified in the notice. The taxing authority will also be obligated to pay any TCC legal and other expenses incurred in connection with enforcement of taxing authority payment obligations. Expenses payable by the taxing authority include TCC attorney fees and other expenses, whether or not legal proceedings are filed. The Secretary of the Board will give written notice to the taxing authority specifying the amount of legal or other expenses due. Upon receipt of this notice, the taxing authority shall immediately pay to the TCC the amount specified in the notice. If a taxing authority fails to pay any amount specified in a TCC written notice within twenty 20 days after the notice is given, the TCC shall have the right to: (1) notify the tax collector collecting tax for the taxing authority under contract with the TCC to deduct the amount due from any distribution otherwise owed to the taxing authority, and to promptly pay directly to the TCC the amount deducted; and (2) pursue any other legal remedy against the taxing authority. The tax collector shall comply with a TCC directive to deduct and pay amounts due to the TCC, and shall incur no liability in doing so.

Section 6. Board Ratification of Expenditures: At each regular Board meeting, the Chairperson will present to the Board for ratification all TCC expenditures paid or incurred during the calendar year quarter preceding the month in which the meeting is held.

Section 7. Independent Auditor: The Board will appoint an independent accounting firm to audit the TCC annual financial statements and to perform other auditing, control, or finance or consulting tasks designated by the Board or the Management Committee.

Section 8. Financial Reports: Promptly after completion or receipt and within any deadlines established by applicable law, the Chairperson shall provide to each delegate, alternate delegate, and taxing authority copies of monthly reports of tax distributions, the TCC annual audited financial statements, and the tax collector annual audited financial statements.

Section 9. Contracts: After required approvals have been obtained in accordance with these bylaws, contracts may be signed by the Chairperson, Vice-Chairperson, or any other person authorized by resolution of the Board . Contract signatures may but are not required to be attested to by the Secretary.

ARTICLE VII. Adding Taxing Authorities to TCC

Section 1. Procedure: The governing body of each taxing authority that imposes an income tax for the first time after June 30, 2009 shall promptly provide the TCC with all information and documents necessary for TCC operation and for tax collection as requested by and in a form satisfactory to the TCC, including certified copies of the taxing authority's tax enactments, the names and contact information of all appointed delegates, and all other information requested by the TCC.

Section 2. Effective Date: Upon the TCC Secretary's receipt of the information and documents in Section 1, the taxing authority's delegate will be entitled to participate on the Board as a voting delegate in accordance with these bylaws.

ARTICLE VIII. Tax Appeal Board

Section 1. Tax Appeal Board Purpose: The Tax Appeal Board shall hear appeals of taxpayers, employers, taxing authorities, and other TCCs from determinations of the tax collector relating to the assessment, collection, refund, withholding, remittance, or distribution of taxes over which the TCC has jurisdiction.

Section 2. Tax Appeal Board Members: 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 an appeal, one of the alternate members shall participate in place of the regular member. All Tax Appeal Board members shall be TCC voting delegates.

Section 3. Tax Appeal Board Member Qualifications: No member of the Tax Appeal Board may be an employee, agent, or attorney of the tax collector. The Board may prescribe other qualifications for Tax Appeal Board members in accordance with applicable law and in consultation with the Solicitor.

Section 4. Term of Office: The initial appointed Tax Appeal Board members shall serve until a successor has been appointed, or earlier death, resignation, or removal. Thereafter, each Tax Appeal Board member shall hold office for a term of one (1) year commencing January 1 and until a successor has been elected, or earlier death, resignation, or removal.

Section 5. Tax Appeal Board Procedures: Tax Appeal Board procedures will be developed by the Board or the Tax Appeal Board in consultation with the Solicitor.

ARTICLE IX. Bylaw Amendments

A copy of any proposed amendment to these bylaws shall be given to all delegates at least ten (10) days prior to the Board meeting at which it will be presented for adoption. Approval of a bylaws amendment shall require a supermajority vote as required by Article II, Section 7.b. 1 of these bylaws. Any such proposed amendment may be adopted in the form given to the delegates or with such clarifying or other amendments as the Board determines appropriate at the meeting at which the proposed amendment is presented for adoption. If the proposed amendment sets forth a restatement of the bylaws in their entirety, there shall be no limitation on the nature or content of clarifying or other amendments that may be made before final adoption. However, if the proposed amendment relates only to one or more particular sections of the bylaws and is not presented in the form of restatement of the bylaws in their entirety, the clarifying or other amendments made before final adoption shall not materially enlarge the purpose as set forth in the copy of the proposed amendment given to delegates prior to the Board meeting.

ARTICLE X. Indemnification Policy

Each of the Delegates, Officers, and Executive Director, except as may be otherwise provided by the Operating Board, agents of the corporation shall be indemnified and saved harmless by the corporation against any and all damages, claims, expenses or other adverse consequences of actions taken by them in good faith on behalf of the corporation, except in relation to matters concerning which he shall be adjudged to have been guilty of any willful misconduct or gross negligence.

ADDENDUM

Listed below are the municipalities/school districts that comprise the Allegheny Southeast Tax Collection District:

1. East Allegheny School District
2. East McKeesport Borough
3. North Versailles Township
4. Wall Borough
5. Wilmerding Borough
6. Elizabeth Forward School District
7. Elizabeth Borough
8. Elizabeth Township
9. Forward Township
10. Gateway School District
11. Municipality of Monroeville
12. Pitcairn Borough
13. McKeesport Area School District
14. Dravosburg Borough
15. McKeesport City
16. South Versailles Township
17. Versailles Borough
18. White Oak Borough
19. Penn Hills School District
20. Municipality of Penn Hills
21. Plum Borough School District
22. Plum Borough
23. Riverview School District
24. Oakmont Borough
25. Verona Borough
26. South Allegheny School District
27. Glassport Borough
28. Liberty Borough
29. Lincoln Borough
30. Port Vue Borough
31. Wilkinsburg Borough School District
32. Wilkinsburg Borough
33. Woodland Hills School District
34. Braddock Borough
35. Braddock Hills Borough
36. Chalfant Borough
37. Churchill Borough
38. East Pittsburgh Borough
39. Edgewood Borough
40. Forest Hills Borough
41. North Braddock Borough

- 42. Rankin Borough
- 43. Swissvale Borough
- 44. Turtle Creek Borough
- 45. Wilkins Township