



## MILLVALE BOROUGH DEVELOPMENT CORPORATION

### BYLAWS

#### **ARTICLE I NAME OF CORPORATION**

The name of the corporation is Millvale Borough Development Corporation, a non-profit corporation, hereinafter referred to as the "Corporation." The Corporation is recognized in the Commonwealth of Pennsylvania the Internal Revenue Service as exempt under section 501 (c) (3) of the Internal Revenue Service Code of 1954. Its registered office is located at 501 Lincoln Avenue, Millvale, PA 15209.

#### **ARTICLE II PURPOSE**

Section 1. The purpose of the Corporation is to stabilize and revitalize Millvale's neighborhoods, through the development of housing, businesses and skill of individuals. The Millvale Borough Development Corporation recognizes the collaboration of the diverse talents and skills of people within the community as an integral part of the process.

Section 2. The Corporation can serve as a conduit to operate auxiliary programs that foster the Corporations purpose and goals.

#### **ARTICLE III POLICY**

Section 1. The Corporation shall not discriminate on the basis of race, ethnicity, creed, age, religion, disability or sexual orientation in any of its activities, services or membership.

Section 2. The Corporation in its activities shall be non-partisan, non- sectional, non-sectarian and non-political.

#### **ARTICLE IV GOALS**

The Corporation has the following organizational goals:

1. To mobilize the resources available in the community, both public and private agency and individual, in support of economic growth and revitalization in the Borough of Millvale.

2. To disseminate information of and promote interest in the preservation, history, culture and architecture in Millvale.
3. To implement programs to address the social, economic, educational and developmental needs of the citizens of Millvale.
4. To support projects to revitalize business districts and neighborhoods.
5. To advise and acquaint the public and community based non-profits on the community and economic development projects.

**ARTICLE V  
MEMBERSHIP**

Section 1. There shall be two classes of members of the Corporation Voting and Non-Voting:

- 1) Non-voting members will be elected according to Article X and henceforth those members will be referred to as "Advisory Members."
- 2) Voting members will henceforth be referred to as "Directors" and be elected according to Article X.

Section 2. It is the intent of the Corporation to enjoy the widest possible input from the community as to the projects undertaken by the Corporation. In an effort to institutionalize this intent, the Corporation will invite members of neighborhood groups, professionals and religious leaders to participate in meetings.

Section 3. Each Director and Advisory Member shall contribute not less than \$25.00 annually to the Corporation. The annual contribution may be changed or waived at the discretion of the Board of Directors.

Section 4. Each Director must complete an application and conflict of interest statement before being nominated or voted on for membership.

Section 4. Attendance - Attendance of a minimum of 7 of 11 meetings – January through November.

- 1) Directors and Advisory members are responsible for calling the Corporation if they will be unable to attend a meeting at least 24 hours prior to the meeting. Quorum is required on any votes, and this will assure quorum is present.
- 2) Directors and Advisory members are responsible for signing in at the monthly meeting. Minutes will include those directors and Advisory Members signed in on the attendance sheet.
- 3) After 3 monthly meeting absences, the Secretary will call the Director or Advisory member to remind them they have missed the maximum number of meetings.
- 4) After the 4<sup>th</sup> meeting is missed, the Director or Advisory Member is responsible for calling the Secretary to discuss extenuating circumstances regarding the absences. If no call is received, a call will be made to the Director or Advisory Member. The Secretary will then bring the Corporation up to date on the situation for determination on the director / advisory member's status.

Section 5. Participation: Active participation in monthly committee meetings of one at least one Corporation Committee:

- 1) Clean, Safe and Green
- 2) Design
- 3) Economic & Community Restructuring

- 4) Finance
- 5) Gardens of Millvale
- 6) Promotion and Organization

Section 6. Volunteering: Volunteer commitment to the Corporation annually through a minimum of 5 of the following events:

- 1) THX @ U Party
- 2) Great Millvale Egg Hunt
- 3) CleanSweep
- 4) BrewFest
- 5) Millvale Days
- 6) Golf Outing
- 7) Harvest Moon Wine Festival
- 8) Creepy Harvest Party
- 9) Halloween Parade
- 10) Santa Celebration

## **ARTICLE VI DIRECTORS**

Section 1. The Directors, which may exercise all such powers of a corporation, shall manage the business and affairs of the Corporation. The Directors may not agree to purchase or sell property without first obtaining a resolution from the Board of Officers authorizing the purchase or sale.

Section 2. The number of Directors that shall constitute the whole Board shall be a minimum of five directors and no more than eleven directors. Directors can be Millvale public officials, residents, business owners, employed at a local business or persons having an interest in the betterment of Millvale.

## **ARTICLE VII ADVISORY MEMBERS**

Section 1. Advisory Members are not entitled to vote on matters of the Corporation or Board of Officers but are otherwise afforded all rights as a Director and must adhere to all rules set forth for a Director.

Section 2. Advisory Members are encouraged to attend all meetings of the Directors and may participate in all aspects of regular meetings, Advisory Members may be excluded from personnel and real estate matters at the discretion of the Directors.

## **ARTICLE VIII OFFICERS**

Section 1. The officers of the Corporation shall be chosen by the Directors and shall be a President, a Vice President, a Secretary and a Treasurer and be referred to as the Board of Officers.

Section 2. The Directorship at each annual meeting shall elect a President, a Vice President, a Secretary and a Treasurer, all of whom must be Directors.

Section 3. The officers shall hold offices for one calendar year or until their successors are appointed. Any officer or agent elected or appointed by the Board of Officers may be removed by the Directors whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the Board of Officers shall fill the vacancy.

Section 4. President, Vice-President and Treasurer can only be elected to four (4) consecutive terms. Upon completion of the fourth year of service the Director may not be elected as an officer for one calendar year.

#### **The President**

Section 5. The President shall be the chief executive officer of the Corporation: he/she shall preside at all meetings of the Corporation and Board of Officers, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Officers are carried in to effect. He/she shall execute bonds, mortgages and other contracts for the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Directors to some other officer or agent of the Corporation.

#### **The Vice-President**

Section 6. The Vice –President shall, in the absence or disability of the president, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Officers or Directors may prescribe or the President may delegate.

#### **The Secretary**

Section 7. The Secretary shall attend all sessions of the Directors and record all the votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose and shall perform like duties for the other committees of the Board of Officers when required. He/she shall give or cause to be given notice of all meetings of the Directors and of special meetings of the Board of Officers or President under whose supervision he/she shall be.

#### **The Treasurer**

Section 8. The Treasurer shall oversee the custody of corporate funds and the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Officers.

Section 9. He/she shall oversee the disbursement of funds of the Corporation and prepare monthly reports to be distributed at meetings of the Directors

Section 10. The Treasurer of the Corporation shall present annually to the Corporation a report, the contents of which are prescribed in Section 7555 of the Pennsylvania Nonprofit Corporation Law, a copy of which report shall be filed with the minutes of the annual meeting of Directors.

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**ARTICLE IX  
COMMUNITY AND ECONOMIC DEVELOPMENT DIRECTOR**

SECTION 1. The Board of Directors may appoint, subject to confirmation by the Borough of Millvale, a Community and Economic Development Director, who shall be a member of the Corporation, to whom may be delegated such duties and responsibilities as the Corporation may from time to time determine. The Community and Economic Development Director may be charged with the responsibilities for the daily operation of the Corporation and any other activities as the Corporation may assign, without limitation, except as imposed by law, the Articles of Incorporation or these Bylaws.

**ARTICLE X  
MEETINGS OF THE CORPORATION**

Section 1. All meetings either shall be held at the Corporations registered office, Millvale Community Center (416 Lincoln Avenue, Millvale, PA) or such other places, within or without of the Commonwealth of Pennsylvania, as the Board of Officers may from time to time determine.

Section 2. An annual meeting of the Corporation shall be held within the month of January. Written notice of the annual meeting specifying the place, date and time of the annual meeting shall be given at least five days prior to the meeting. If the annual meeting is not held within six months of the last full week of June, any director shall have the right to call for a meeting at any time and the Corporation must comply. Failure to hold the annual meeting for the Corporation at the designated time will not forfeit or dissolve of the Corporation.

Section 3. A meeting of the Corporation shall be held the second Monday of each month unless otherwise agreed upon by a quorum of the Directors.

Section 4. Special meetings of the Corporation, for any purpose or purposes, other than those regulated by statute or by the articles of incorporation, may be called at any time by the President or the Board of Officers by consensus, or ten percent (10%) of the Directors, upon email request delivered to the Secretary of the Corporation. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not less than ten nor more than sixty days thereafter as the secretary may fix.

Section 5. E-mail notice of any special meeting of Corporation stating the place, date, time and the general nature of the business to be transacted thereat shall be given to each director and advisory member thereat such address as appears on the books of Corporation at least five days before such meeting.

Section 6. At all meetings of the Corporation, a minimum of 5 of the Directors in office, including 2 officers, shall be necessary to constitute a quorum for the transaction of business, and the acts of the 5 Directors present at a meeting in which a quorum is present shall be the acts of the Board of Officers.

If a quorum is not present, the Directors entitled to vote thereat, present in person shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Directors, such meeting may be adjourned only from day to day or for such longer periods not exceeding fifteen days each, as a majority of the Directors present shall direct, until such

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Directors shall have been elected. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. At every Corporation meeting, every Director has one vote.

Section 8. The secretary of the Corporation shall make, at least five days before each meeting of the Corporation, a complete list of the Directors entitled to vote at the meeting.

Section 9. Parliamentary Procedure - The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

Section 10. Meeting Decorum – In all meetings of the MBDC, proper decorum should be followed.

- 1) If you cannot attend a meeting, you must contact the MBDC secretary or President.
- 2) All meetings will begin with introductions.
- 3) All phone shall be placed on vibrate.
  - a) If you must take a phone call, please do so outside of the meeting room.
  - b) Respect others and limit your non-conversational phone use.
- 4) To speak you must raise your hand and be recognized by the President or meeting leader.
  - a) Be aware that covering your mouth when speaking might make it difficult for people to read your lips or hear what you say.
  - b) Use plain and simple English.
- 5) Listen actively.
  - a) Do not interrupt speaker.
    - i) Only one person shall speak at a time.
      - (1) Avoid sidebar discussions.
    - ii) If you do not understand what someone is saying, please ask him or her to repeat it or explain it.
    - iii) Use words in full, not acronyms.
- 6) Do not talk too much.
- 7) Be polite
  - a) Personal remarks are not allowed in conversation or debate.
    - i) Debate and differing points of view are encouraged.
  - b) Do not act or speak in a bullying, abusive, discriminatory or derogatory manner.
  - c) Conduct is very important. Avoid words and actions that create a negative impression on any individual, the group, or MBDC objectives.
- 8) Try to pose an issue or a problem, also try to present a solution or optional courses of action.
- 9) MBDC meetings are confidential.
- 10) Violation of meeting decorum can result in removal from meeting; repeated defiance of meeting decorum can result in removal from MBDC and/or a permanent ban from meetings.

**ARTICLE XI  
VOTING PROCEDURES**

Section 1. In order for any Director's vote to be valid, a quorum present at the meeting at which such vote is taken. Proxy or absentee votes are not permitted. In cases where a policy decision is urgently necessary, the Board of Officers may vote by telephone or polling by mail or email, if a majority of the Board of Officers, as the case may be, approves such procedure at the time it is used. The vote will carry by a majority of the votes cast, with the President privileged to vote to break a tie.

## **ARTICLE XII ELECTIONS**

Section 1. Election to the Board of Officers and Directors will be held at the annual meeting in January and shall be made from a list of candidates proposed by the Directors. All nominations to fill vacancies on the Board of Officers or Directors will be listed on a ballot contained in the agenda for the annual meeting. Nominations can be made by current Directors; Community based organizations, churches or non-profit organizations. The Board of Officers will be responsible for taking all nominations and placing them on the ballot for ratification by the current Board of Officers.

Section 2. All Nominees' must be active members (meeting requirements set forth in Article IV, section 3, 4, 5 and 6) have served as an Advisory Board Member and have attended at least 7 of 11 meetings of the Corporation in the year before the nomination.

Section 3. Any vacancy by default: Any Director missing three consecutive meetings without due cause or submitting regret to the Board President, Secretary. Will be in default of their responsibility and removed from the Corporation.

Section 4. The Directors will appoint at the December meeting by vote an Election Officer to oversee the election of Officers, Directors and advisory members at the Annual meeting. The Election Officer cannot be a voting member of the Corporation or nominated for office.

Section 5. The Directors may provide a fair and reasonable procedure for the nomination of candidates for the Directors. In such event, only candidates nominated in accordance therewith shall be eligible for election as a Director. Nominations will also be accepted from the floor at the annual meeting of the Corporation.

Section 6. Any vacancy created by the expansion of the Corporation, vacancy due to default of Directors, the resignation of a Director or for any other reason will be filled by the nominating process as outlined above.

Section 7. Directors are elected by no less than a quorum, and each person so elected shall be a Director until the end of his or her one-year term or until his or her successor is elected. Elections are held at the annual meeting of the Directors or at any special meeting duly called for that purpose.

Section 8. Any Director may be removed without cause if such Director is notified in writing of the intention to remove, not less than 30 days prior to such meeting where the intended action appears on the agenda. Such removal may be accomplished by a quorum of active Directors and require a two-thirds 2/3 vote of all Directors.

## **ARTICLE XIII**

**COMMITTEES**

Section 1. Standing Committees - The Corporation will have Six (6) standing committees that will be entitled: Clean, Safe and Green, Design, Finance, Gardens of Millvale, Economic and Community Restructuring and Promotion and Organization. Each Director and Advisory member will be nominated and elected at the annual meeting to each standing committee.

Section 2. The Board of Officers may, by resolution adopt by a majority of the Corporation, designate one or more standing committees, each committee to consist of more than one of the Directors of the Corporation. No such committee shall have any power or authority as requiring approval of Directors.

Section 3. Membership in the MBDC is required to participate in the committees.

Section 4. Committees will conduct business and deliver updates at each monthly meeting of the MBDC.

Section 5. Committees may conduct business at times other than monthly meetings of the MBDC. Committees shall notify the Secretary of the Corporation of all meetings and provide minutes for the board.

**ARTICLE XIV  
FINANCES OF THE CORPORATION**

Section 1. The President and Treasurer shall sign all checks or demands for money and notes of the Corporation or two officers as the Board of Officers designate at the Annual meeting. The Secretary will also have signature privileges in the event the President or Treasurer are not available to sign in a timely fashion.

Section 2. The fiscal year of the Corporation shall be the calendar year.

Section 3. Budget - Annually the Board of Officers of the Corporation shall present a budget for adoption by the Corporation, which shall serve as operating guideline of the Corporation.

Subject 4. Disbursements - No disbursements of the Corporation's funds shall be made unless the same shall have been authorized by the Board of Officers, provided, however, that items included within an approved budget may be paid as due without further authorization. All disbursements shall be made by means approved by the Treasurer, subject to approval by the Corporation. Upon approval of this budget, the Corporation shall authorize the Community and Economic development Director, to pay as due without further authorization any items that are included within the approved budget. However, in the event, that it is necessary to deviate from the budget, either as to a line item or a total budget figure, the President shall have the authority to approve the incurring of an expense or an expenditure by the Community and Economic Development Director, in excess of a budget line item or total amount, in an amount not exceeding ten percent (10%) of any line item or total budget amount provided the same shall subsequently be presented to the Corporation for their ratification at the next regular meeting of the Corporation.

Section 5. Bank Accounts - The Corporation will determine the number of bank accounts they hold and to which institutions they are assigned.

Section 6. Petty Cash Fund – The Corporation shall have petty cash fund available at the Corporations main office.

- 1) The petty cash fund is \$250 but may be raised or lowered depending on need (Section 6, sub-section 7)
- 2) Petty cash can be used by or to reimburse officers, directors, employees and advisory members for such things as small and odd jobs, local travel, out-of-pocket expenditures and sundry items. It is not intended for purchases that can be made with designated suppliers. Activities or needs should be planned ahead so necessary funds will be available in the petty cash account. Petty cash fund can also be used as a "change fund". *The total receipts plus the cash on hand must equal the specified amount of the petty cash fund at all times.*
  - a) Allowable
    - i) Meeting supplies
    - ii) Local parking, bus, or taxi expenses as part of a day trip
    - iii) Stamps and postage
  - b) Unallowable
    - i) Travel advances;
    - ii) Payments to vendors for invoices submitted directly to the Corporation;
    - iii) Payments to independent contractors, consultants, etc.;
    - iv) Payments to employees for services, awards, bonuses, etc.;
    - v) Sales tax on purchases;
    - vi) Personal borrowing.
- 3) Petty cash should be kept in a locked drawer, file cabinet or safe separate from any other cash on hand.
- 4) Only one Officer shall be held responsible for the petty cash fund, that Officer, hereinafter referred to as the PC Officer shall be designated by the Directors at the Annual Meeting.
- 5) Petty Cash Disbursement - Only 2 methods shall be used for disbursing petty cash funds.
  - a) Cash Advance - Petty cash funds may be provided to officers, directors, employees and advisory members making a purchase of goods for the Corporation business purposes when other purchasing options are not available.
    - i) Petty cash Officers completes a Petty Cash Voucher Form.
    - ii) Purchaser signs the Form indicating intent to comply with the following:
    - iii) The time-frame under which the original purchase sales receipt must be submitted to the PC Officer.
    - iv) The documentation, such as an original receipt, that must be obtained to substantiate the purchase.
    - v) After the purchase is made, the purchaser submits original receipts and other supporting documentation to the PC Officer, along with any change remaining from the transaction.
    - vi) The PC Officer notes on the Petty Cash Voucher Form the date, amount of change received and his or her initials.
  - b) Reimbursement - Petty cash funds may be used to reimburse officers, directors, employees and advisory members who used personal funds to make a purchase of goods for Corporation business purposes.

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- i) Pc Officer receives from the purchaser a signed original receipt supporting the purchase, gives the purchaser cash in the amount of the purchase(s) and stores the receipt(s) with the fund until a request for reimbursement is processed.
- 6) Reimbursement of Petty Cash - Reimbursements requests will be made to the Treasurer and President of the Corporation
  - a) Reimbursement should be requested when the total of petty cash reaches \$100; the fund should always be reimbursed by the end of the fiscal year.
- 7) Changing the Fund Amount - If there is a situation where it is determined that the size of the petty cash fund should be increased or decreased, a written request for the change must be submitted to the Board of Directors for approval.

Section 7. All procurements made by the MBDC will be made in accordance with the following procurement standards.

- 1) Procurement transactions, regardless of method or dollar value, will maximize open and free competition. The MBDC shall not engage in procurement practices, which may be considered arbitrary or restrictive.
- 2) Purchases will be reviewed by the Treasurer and Finance Committee to prevent duplication and to ensure that costs are reasonable.
- 3) Methods for procurement - Procurements shall be made using one of the following methods:
  - a) \$0 - \$300
    - i) Purchases which cost between \$0 - \$300 will require all efforts be made to get the lowest and best price, but written records of such efforts are not necessary.
  - b) \$301 - \$500
    - i) Purchases, which cost between \$201 and \$500 will require three over-the-telephones or advertised quotations of rate, price, etc. A memorandum will be prepared setting forth the parties contacted and prices obtained.
  - c) \$501 - \$3,000
    - i) Purchases of supplies, equipment and services, which cost between \$501 and \$3,000 will require written estimates but no legal advertisement is required. The MBDC will solicit written responses from at least three vendors, and if no such responses are available, a statement explaining the procurement will be prepared and filed.
  - d) \$3,001 - \$10,000
    - i) Bidding will be employed when detailed specifications for the goods or services to be procured can be prepared and the primary basis for award is cost. When the cost of a contract, lease or other agreement for materials, supplies, equipment or contractual services, other than those personal or professional, exceeds \$3,001, an Invitation for Bids (IFB) notice will generally be prepared. This notice will be published at least once in the official newspaper of the Borough of Millvale. This newspaper notice will appear not less than seven (7) days and not more than twenty-one (21) days before the due date for bid proposals. The MBDC may also solicit sealed bids from responsible prospective suppliers by sending them a copy of such notice.
      - (1) The IFB will include a complete, accurate and realistic specification and description of the goods or services to be procured, the bid deposit, payment bond and bond performance required (if applicable), the location where bid

forms and specifications may be secured, the time and place for opening bids, and whether the bid award will be made on the basis of the lowest price or the lowest evaluated price. If the lowest evaluated price is used, the measurable criteria to be used must be stated in the IFB. The newspaper notice must also contain language, which calls to the attention of bidders all applicable requirements, which must be complied with.

- (2) Sealed bids will be opened in public at the time and place stated in the IFBs. The bids will be tabulated by the Treasurer at the time of bid opening. The results of the tabulation and the bid procurements will be examined for accuracy and completeness by the Treasurer who will make recommendations to the MBDC. In addition, the President shall determine that all firms are responsive and responsible. The MBDC will make the decision as to whom the contract shall be awarded. After the bid award is made by the MBDC, a contract will be prepared for execution by the successful bidder. After the contract is signed, all bid deposits will be returned to all unsuccessful bidders.
  - (3) The MBDC may cancel an Invitation for Bid or reject all bids if it is determined that such is in the best interests of the MBDC. Bidders will be notified in writing of such cancellation or rejection. The MBDC may allow a vendor to withdraw a bid if requested at any time prior to the bid opening. Bids received after the time set for bid opening shall be returned to the vendor unopened.
- e) Competitive Negotiations – The MBDC will use competitive negotiations, regardless of contract amount, upon a written determination that:
- i) Specifications cannot be made specific enough to permit the award of a bid on the basis of either the lowest bid or the lowest evaluated bid price (in other words, bidding is not feasible).
  - ii) The services to be procured are professional in nature.
  - iii) With the exception of certain professional services (principally engineering services) competitive negotiations will proceed as follows:
    - (1) Proposals will be solicited through newspaper advertisement; additionally, a Request for Proposal (RFP) may be prepared and mailed to qualified vendors. The newspaper advertisement must be published at least seven (7) days and not more than twenty-one (21) days before the date for receipt of the proposals. The RFP will describe services needed and identify the factors to be considered in the evaluation of proposals and the relative weights assigned to each selection factor. The RFP will also state where further details regarding the RFP may be obtained. The RFP will call attention to the same regulations discussed in the bidding process. Requests for proposals will always include cost as a selection factor.
    - (2) Award must be made to the offeror whose proposal is determined in writing by the MBDC to be the most advantageous to MBDC. Evaluations must be based on the factors set forth in the Request for Proposal and a written evaluation of each response prepared. The review committee may contact the firms regarding their proposals for the purpose of clarification and record in writing the nature of the clarification. If it is determined that no acceptable proposal has been submitted, all proposals may be rejected. New proposals may be solicited on the same or revised terms or the procurement may be abandoned.
  - iv) For the procurement of certain professional services, an alternative to RFPs may be used. The MBDC may publish a Request for Qualifications. RFQ's are handled in a similar method to RFP's with the exception that cost is not a factor in the initial

evaluation. The Community and Economic Development Director will evaluate the responses and rank them by comparative qualifications. The highest scoring person or firm will be contacted and the President will negotiate cost. If the President is unable to negotiate a satisfactory cost arrangement, the second highest scoring person or firm will be invited to negotiate. The President will maintain a written record of all such negotiations.

- f) Noncompetitive Negotiations may be used for procurements in excess of \$10,001 when bidding or competitive negotiations are not feasible. The MBDC may purchase goods and services through non-competitive negotiations when it is determined in writing by the Treasurer and Finance Committee that competitive negotiation or bidding is not feasible and that:
  - i) An emergency exists which will cause public harm as a result of the delay caused by following competitive purchasing procedures, or
  - ii) The product or service can be obtained only from one source, or
  - iii) The contract is for the purchase of perishable items purchased on a weekly or more frequent basis, or
  - iv) Only one satisfactory proposal is received through RFP or RFQ, or
  - v) The Commonwealth, County or Grant maker has authorized the particular type of noncompetitive negotiation.
  - vi) Procurement by noncompetitive negotiation requires the strictest attention to the observation of impartiality toward all suppliers. The MBDC must approve all procurements by non-competitive negotiation when only one supplier is involved or only one bid or response to an RFP/RFQ is received.
- 4) Bids will be accepted only from those contractors who have a proven record of ability to successfully complete the scope of work being bid. References will be requested along with the contractor's bid proposal. Any contractors submitting a bid must produce (along with his/her bid documents) written proof of liability insurance and worker's compensation coverage. Consideration will be given to such matters as contractor integrity, compliance with public policy, record of past performance and financial and technical resources in awarding contracts.
  - a) Upon submission of a bid, the contractor will present a bid guarantee equivalent to 5 percent of the amount of the contractor's submitted bid. Unsuccessful bidders will have their bid guarantee returned to them with the notice, which advises them they are an unsuccessful bidder. The successful bidder will post (at the signing of the contract and notice to proceed) a performance bond equal to 100 percent of the contract amount, along with a payment bond equivalent to 100 percent of the contract amount.
- 5) Contracts - Generally, all procurement in excess of \$300 will be memorialized and supported by a written contract. Where it is not feasible or is impractical to prepare a contract, a written finding to this effect will be prepared and some form of documentation regarding the transaction will be prepared.
  - a) All contracts will contain language, which allows the MBDC the opportunity to cancel any contract for cause. Said cause shall include (but not be limited to) demonstrated lack of ability to perform the work specified, unwillingness to complete the work in a timely fashion, cancellation of liability insurance or worker's compensation, failure to pay suppliers or workers, unsafe working conditions caused by the contractor, failure to comply with Davis-Bacon wage laws (where applicable), failure to keep accurate and timely records of the job, or failure to make those records available to the MBDC

(on request) or any other documented matter which could cause a hardship for the MBDC if a claim should arise or the work not be completed on schedule at the specified cost.

- 6) Documentation - All source documents supporting any given transaction (receipts, purchase orders, invoices, RFP/RFQ data and bid materials) will be retained and filed in an appropriate manner. Whatever form of documentation and filing is employed, the purpose of this section is to ensure that a clear and consistent audit trail is established. At a minimum, source document data must be sufficient to establish the basis for selection, basis for cost, (including the issue of reasonableness of cost), rationale for method of procurement and selection of contract type, and basis for payment.
- 7) Locally owned, minority-owned, female-owned and small businesses - All necessary affirmative steps will be taken and documented to solicit participation of locally owned, minority-owned, female-owned and small businesses.
- 8) All efforts shall be made to purchase environmentally friendly products.
- 9) Code of conduct - No MBDC member, employee, consultant, appointed official or designated agent of the MBDC will take part or have an interest in the award of any procurement transaction if a conflict of interest, real or apparent, exists ( refer to Article XVII).
- 10) Acceptance of Gratuities - No MBDC member, employee or designated agent of the MBDC shall solicit or accept gratuities, favors or anything of monetary value from contractors, potential contractors, subcontractors or potential subcontractors.
  - a) Penalties - Any MBDC member, employee or designated agent of the MBDC who knowingly and deliberately violates the provisions of this Article can be removed from the MBDC or dismissed from employment.
  - b) Any contractor or potential contractor who knowingly and deliberately violates the provisions of these procurement standards will be barred from future transactions with the MBDC.

## **ARTICLE XV INDEMNIFICATION**

Section 1. The Directors and Advisory Members shall not be personally liable, as such, for monetary damages or any action taken unless:

- 1) The director or Advisory Member has breached or failed to perform the duties of his office
- 2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 3) The responsibility or liability of a director pursuant to any criminal statute or
- 4) The liability of a director for the payment of taxes pursuant to federal, state or local law.

Section 2. The Corporation shall indemnify any person who is a party, or threatened to, be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Corporation to produce a judgment in its favor by reason of the fact that he is or was a representative of the Corporation), or is or was serving at the request of the Corporation as a representative of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification on behalf of any or all persons to the full extent permitted under Section 7747 of the Pennsylvania Nonprofit Corporation Law of 1972.

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Section 3. Liability Insurance - The Corporation shall procure Officers and Directors Liability Insurance, insuring the Corporation's officers, directors and appropriate committee chairs and members, in such amounts and at such rates as determined appropriate by the Board of Officers.

**ARTICLE XVI  
DOCUMENT RETENTION AND DESTRUCTION**

Section 1. The Board of Directors and Community and Economic Development Director are responsible for the systematic review, retention, and destruction of documents received or created by the Corporation in connection with the transaction of the Corporations business. This includes all records and documents, regardless of physical form.

Section 2. The Corporation follows the document retention procedures outlined in the Corporations by-laws. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Section 3. Type of Documents and Minimum Requirements

DOCUMENTS	MINIMUM REQUIREMENTS
Accident Reports and Workers Compensation records	7 years
Accounts Payable Ledgers and Schedules	7 years
Annual Reports to Secretary of State/Attorney General	Permanently
Appraisals	Permanently
Articles of Incorporation	Permanently
Audit Reports	Permanently
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Board Meeting and Board Committee Minutes	Permanently
Board Policies/Resolutions	Permanently
By-laws	Permanently
Cash Receipts	3 years
Checks (for important payments and purchases)	Permanently
Contracts	7 years after expiration
Construction Documents	Permanently
Copyright Registrations	Permanently
Correspondence (general)	3 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Credit Card Receipts	3 years
Deeds and Bills of Sale	Permanently
Depreciation Schedules	Permanently
Donor Records and Acknowledgement Letters	10 years
Duplicate Deposit Slips	2 years
Earnings Records	7 years
Electronic Fund Transfer Documents	7 years
Employment Applications	7 years
Environmental Studies	Permanently
Expense Analyses/Expense Distribution Schedules	7 years
Filings with the Registry of Charitable Trusts	10 years
Financial Statements	Permanently

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Fixed Asset Records	Permanently
Garnishment Records	7 years
General Ledgers	Permanently
Grant Applications and Contracts	7 years after completion
I-9 Forms	3 years after termination
Insurance Policies, Records, Current Accident Reports, Claims	Permanently
Intellectual Property and Trade Secrets Life of the Trade Secret Internal audit reports	5 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
IRS Application for Tax-Exempt Status (Form 1023)	Permanently
IRS Determination Letter	Permanently
IRS Annual Return (Form 990 or 990-EZ) and Worksheets	Permanently
IRS 1099s	7 years
Journal Entries	7 years
Leases	7 years after expiration
Legal Files	10 years
Minute Books and Charter	Permanently
Mortgages	7 years after expiration
Notes	7 years after expiration
OSHA Documents	5 years
Patents and Related Papers	Permanently
Payroll Records and Summaries	7 years
Payroll Registers	Permanently
Payroll Tax Returns	7 years
Personnel Files (terminated employees)	7 years
Petty Cash Vouchers	3 years
Press Releases	Permanently
Records Relating to Promotion, Demotion, or Discharge	7 years after termination
Retirement and Pension Plan Documents	Permanently
Salary Schedules	5 years
Sales Records (box office, concessions, gift shop)	5 years
Solicitations for Contributions	10 years
State Sales Tax Exemption Letter	Permanently
State Tax Returns and Worksheets	Permanently
State Unemployment Tax Records	Permanently
Stock and Bond Records	Permanently
Timesheets	7 years
Trademark Registrations	Permanently
W-2 Statements	7 years
Withholding Tax Statements	7 years

**ARTICLE XVII  
CONFLICT OF INTEREST**

Section 1. Purpose - The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee or advisory member of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Any officer, director, employee, advisory member or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 3. Interested Person - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
  - a) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - b) A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 4. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers, directors, employees, advisory members and members of committees with Corporation delegated powers considering the proposed transaction or arrangement.

Section 5. Determination - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Corporations meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.

Section 6. Procedures to Address the Conflict - An interested person may make a presentation at the Corporation's monthly meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- 1) The President of the Corporation shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 2) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 7. Violations - If the Corporation has reasonable cause to believe an officer, director, employee or advisory member has failed to disclose actual or possible conflicts of interest, it shall inform the officer, director, employee or advisory member of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.

If, after hearing the officer, director, employee or advisory member's response and after making further investigation as warranted by the circumstances, the Corporation determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8. Records - The minutes of the Corporation and all committees with board delegated powers shall contain:

- 1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Corporations decision as to whether a conflict of interest in fact existed.
- 2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9. Compensation - A voting member of the Corporation who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

- 1) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 2) No voting member of the Corporation or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 10. Annual Statements - Each officer, director, employee or advisory member and member of a committee with Corporation delegated powers shall annually sign a statement which affirms such person:

- 1) Has received a copy of the conflicts of interest policy,
- 2) Has read and understands the policy,
- 3) Has agreed to comply with the policy, and
- 4) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11. Periodic Reviews - To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- 2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporations written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.
- 3) When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

- 4) Pennsylvania has adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161. — except where otherwise provided by a court of competent jurisdiction.

**ARTICLE XVIII  
WHISTLEBLOWER POLICY**

Section 1. All Directors, Advisory Members and Employees who discover or have knowledge of potential wrongdoing concerning directors, officers, advisory members or employees of the Corporation; or a person having business dealings with this Corporation; or concerning the Corporation itself, shall report such activity in accordance with the following procedures:

- 1) Disclose any information concerning wrongdoing either orally or in a written report to the President of the Corporation, Community and Economic Development Director or to the Corporations general counsel.
- 2) All Directors, Advisory Members and Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- 3) The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- 4) The individual to whom the potential wrongdoing is reported shall Investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the appropriate law enforcement agency where applicable.
- 5) Should a Director, Advisory Member or Employee believe in good faith that disclosing information within the Corporation pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Director, Advisory Member or Employee may instead disclose the information to the appropriate law enforcement agency.

Section 2. No Corporation Director, Advisory Member or Employee shall retaliate against any whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and, no Corporation Director, Advisory Member or Employee shall interfere with the right of any other Corporation Director, Advisory Member or Employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- 1) No Corporation Director, Advisory Member or Employee who in good faith discloses potential violations of instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- 2) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by this Corporation.
- 3) Any Corporation Director, Advisory Member or Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of instances of potential wrongdoing is subject to discipline, which may include termination of employment or removal from Corporation service.
- 4) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section 3. The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

**ARTICLE XIX  
SOCIAL MEDIA POLICY**

Section 1. The Millvale Borough Development Corporation (MBDC) may utilize a variety of social media outlets to provide information to the public related to the MBDC and its activities. The use of social media technology will be used to increase transparency of corporations operation, enable rapid broadcast of information, and improve communication with members by providing various outlets for information dissemination.

1) The MBDC has an overriding interest and expectation in deciding what is "spoken" on behalf of the MBDC on social media sites. This policy establishes guidelines for the use of social media.

Section 2. The purpose of this policy is to establish protocols for using social media as a way to communicate to members, interested parties and to communicate expectations to employees, directors, advisory members and members utilizing social media. The MBDC supports the use of social media to further communication of the MBDC where appropriate and in accordance with the provisions of this policy.

Section 3. Responsibility, the MBDC President and Community and Economic Development Director shall ensure that all members of the MBDC follow the procedure set forth in this policy.

Section 4. All official MBDC presences on social media or services are considered an extension of the MBDC information network and must comply with all MBDC policies and work rules.

1) The MBDC President will review requests to use social media sites, prior to granting authorization. The decision to use social media technology is a business decision, not a technology based decision and therefore must be made considering objectives, capabilities and potential benefit to the MBDC.

a) Social media usage will be authorized if the use of the technology enhances communications in support of MBDC goals; and does not jeopardize the professionalism of MBDC operations and accuracy of information.

2) Staff, directors, advisory members and members authorized to use social media are responsible for complying with all applicable federal, state, and other governing laws or regulations. This includes adherence to established laws, and policies regarding copyright, records retention, Public Records Act, First Amendment, privacy laws and information security policies necessary to conduct business with the MBDC.

3) All social network sites and entries shall clearly indicate that all content posted is subject to public disclosure.

4) Employees, directors, advisory members and , members using Social Media as an agent of the MBDC:

a) Employees, directors, advisory members and members representing the MBDC via social media outlets must conduct themselves at all times as official representatives of the MBDC.

b) The use of social media technology follows the same standards of professional practice as using email and other communication methods. If you identify yourself as an MBDC employee, director, advisory member or member, ensure your profile and related content (even if it is of a personal and not an official nature) is consistent with how you wish to present yourself as a MBDC professional. Employees, directors, advisory members and members that fail to conduct themselves in an appropriate manner shall be subject to loss of

social media privileges and possible disciplinary action, up to and including termination of employee or volunteer.

c) Employees, directors, advisory members and members must be respectful when using social media in their official capacity.

d) Employees, directors, advisory members and members may not post any material that is obscene, defamatory, profane, libelous, threatening, harassing, abusive, hateful, or embarrassing to another person, MBDC or other entity.

e) When utilizing social media, employees, directors, advisory members and members need to ensure they do not write or post any content that involves or are related to the following:

i) Items involved in litigation or could be in the future

ii) Nonpublic information of any kind

iii) Illegal or banned substances and narcotics

iv) Pornography or other offensive illegal material

v) Defamatory, libelous, offensive or demeaning material

vi) Private/personal matters of yourself or others

vii) Disparaging/threatening comments about or related to anyone

viii) Personal, sensitive or confidential information of any kind

5) The President and Community and Economic Development Director shall monitor the content of the MBDC's

social media sites to ensure adherence to this policy and for appropriate use and message content.

a) The MBDC employees, directors, advisory members and members who are not approved users are not allowed to publish or comment via social media in any way during work hours or using work facilities/equipment, or in any way that suggests they are doing so in connection with the MBDC. MBDC employees, directors, advisory members and members who are approved users are free to publish or comment via social media in accordance with this policy.

b) Privacy settings on social media platforms should be set to allow anyone to see profile information similar to what would be on the MBDC / Borough of Millvale website. Other privacy settings that might allow others to post information should be set to restrict access. Be mindful of posting information that you would not want the public to see.

6) Using Social Media as an individual:

a. When utilizing social media tools you must consider whether your personal thoughts may be misunderstood or taken by the reader as your official capacity with the MBDC. To alleviate this concern, provide a disclaimer such as "this posting is my own and does not necessarily represent the MBDC official position, strategies or opinions."

b. You should assume that the posting would be read by employees, media, public etc. Do not use a public blog or other social media tool to communicate policies, workplace issues etc. to employees. Assume your thoughts are in the public domain and can be published or discussed in all forms of media. You should have no expectation of privacy.

c. Those employees, directors, advisory members and members by virtue of their membership, must consider whether personal thoughts they publish, even in clearly personal venues, may be misunderstood as expressing an official MBDC position, and may have consequences if the communication reflects poorly on the MBDC.

d. Social media identities, logon IDs, and user names may not use or contain the name of the MBDC.

## Section 5. Procedure

- 1) The President will evaluate each request to use Social Media. The request must address each of the following questions:
  - a) What am I trying to communicate?
  - b) Whom is the media meant to reach? Is this my target audience?
  - c) What are you attempting to communicate? Can it be effectively communicated using this social media?
  - d) Who is responsible for writing the content?
  - e) How can I meet the responsibility regarding collection and records retention including preservation of social media content? What does the retention schedule require for these records?
- 2) If applicable, access will be authorized and the social media will be used in accordance with this policy. Approval will be based upon criteria in this policy.
- 3) Issues identified because of social media will be reviewed and addressed on a case-by-case basis, in accordance with other applicable MBDC policies.

#### Section 6. Supplemental information

- 1) References
  - a) MBDC By-Laws
- 2) Definitions –
  - a) Blog – Short for “Web Log” a site that allows an individual or group of individuals to share a running log of events and personal insights with online audiences.
  - b) Micro-blogging – (Twitter) Micro blogging services offer features such as privacy settings, which allow users to control who can read their micro blogs, or alternative ways of publishing entries besides the web-based interface. These may include text messaging, instant messaging, E-mail, or digital audio
  - c) Podcast – A collection of digital media files distributed over the Internet, often using syndication feeds, for playback on portable media players and personal computers.
  - d) Post – comment made to a user’s social networking page or site. For example, Facebook users can post to another user’s “wall.”
  - e) Record – data or information in a fixed form that is created or received in the course of individual or institutional activity and set aside (preserved) as evidence of that activity for future reference. A record has a fixed content, structure, and context. (Society of American Archivists Glossary)
  - f) RSS Feeds or Syndication feeds – A family of different formats used to publish updated content such as blog entries, news headlines, or podcasts and “feed” this information to subscribers via e-mail or by a PSS reader. This enables users to keep up with their favorite Web sites in an automated manner that is easier than checking them manually (known colloquially as “really simple syndication”).
  - g) Social Bookmarking. (Del.icio.us, Blinklist, Simpy) Interact by tagging websites and searching through websites bookmarked by other people.
  - h) Social Media – Includes but not limited to blogs, podcasts, discussion forums, on-line collaborative information and publishing systems that are accessible to internal and external audiences (i.e., Wikis), RSS feeds, video sharing, and social networks like MySpace and Facebook.
  - i) Social Networking – The uses of a variety of Web sites that allow users to share content, interact, and develop communities around similar interests.
  - j) Social News. (Digg, Propeller, Reddit) Interact by voting for articles and commenting on them.
  - k) Social Photo and Video Sharing. (YouTube, Flickr) Interact by sharing photos or videos and commenting on user submissions.

l) Wiki – allows users to create, edit, and like Web pages easily; often used to create collaborative Web sites (called “Wikis”) and to power community Web sites.

**ARTICLE XX  
MEDIA RELATIONS POLICY**

Section 1. The Millvale Borough Development Corporation (MBDC) seeks to inform its members, businesses and visitors by engaging in a pro-active communications program. This program recognizes that one of the most effective and quickest ways to communicate MBDC policies and activities is by working in partnership with the news media.

Section 2. Inquiries from the news media are given a high priority by the MBDC and should be responded to as quickly and efficiently as possible. Every effort should be made to meet media deadlines and to ensure that all information released is accurate.

1) The Community and Economic Development Director is responsible for MBDC media relations. All MBDC employees, directors, advisory members and members should notify the Community and Economic Development Director about media inquiries. Because the media often works on tight deadlines, it is important that all employees, directors, advisory members and members respond as soon as possible when the Community and Economic Development Director requests information for the media.

Section 3: Unless otherwise authorized, the MBDC spokespersons are:

- 1) Community and Economic Development Director
- 2) MBDC President
- 3) MBDC Attorney
- 4) MBDC appointed Committee Chairpersons

Section 4: Any media inquiries received by other MBDC staff, directors, advisory members and/or members should be referred immediately to the Community and Economic Development Director. An appropriate response to the media would be, “I’m sorry I don’t have the full information regarding that issue. I will give your request to the Community and Economic Development Director who will respond to you as soon as he/she is available.” Respondent must document the following information:

- 1) Reporter’s name
- 2) Media Outlet
- 3) Phone number
- 4) e-mail address
- 5) Topic of story
- 6) Deadline

Section 5: All television, radio, newspaper or other media inquiries regarding sensitive or controversial issues should always be referred immediately to the Community and Economic Development Director and MBDC President. The Community and Economic Development Director and MBDC President will coordinate a response including designating a spokesperson after consultation with the Attorney and appropriate parties.

Section 6: Generally, the business conducted by the MBDC is public. Inquiries regarding pending litigation, matters involving a significant exposure to litigation and certain personnel-related information are exceptions.

Inquiries regarding pending litigation or exposure to litigation should be referred to the MBDC Attorney and the Community and Economic Development Director. Inquiries regarding personnel-related information should be referred to the Community and Economic Development Director and the MBDC Attorney.

Section 7: It is recognized that all employees, directors, advisory members and members have the right to their personal points of view regarding any issue. However, personal points of view may conflict with the MBDC official policy. Therefore, MBDC employees, directors, advisory members and members may not use MBDC stationary, computers or phones to communicate personal points of view. If an employee, director, advisory member or member chooses to identify himself or herself as a MBDC employee in any personal letter or email, he or she must include language, which states the views set forth in the communication do not represent the views of the MBDC, but rather, are the employees, directors, advisory members and members personally held opinions. Similar disclaimers must be given if an employee, director, advisory member or member addresses a public meeting, participates in a radio talk show, or is interviewed for a radio or television program unless the employee, director, advisory member or member is officially representing the MBDC. Employees, directors, advisory members and members who are representing the MBDC in any of the above formats must identify themselves as an official spokesperson for the MBDC.

Section 8: General or routine issues:

- 1) Broadcast media: Calls from broadcast media (TV and radio) should always be referred immediately to the Community and Economic Development Director. The Director will coordinate a response including designating a spokesperson after consultation with the MBDC President.
- 2) Local print media: Calls from local print media regarding most issues should be referred to the Community and Economic Development Director. The Director will designate a spokesperson.

Section 9: Most proactive media contact is initiated through the Community and Economic Development Director and Promotion and Organization Committee. This includes issuing press releases and media advisories and personal contacts with reporters and editors for coverage. Employees, directors, advisory members and members should not initiate news media contacts before notifying the Community and Economic Development Director and/or MBDC Director and receiving written approval.

Section 10: During a crisis or major emergency (i.e. flood), the procedure for handling the media designates the Community and Economic Development Director and MBDC President as the main points of contact for the media, the Borough of Millvale Emergency Management Coordinator can also prepare and disseminate emergency public information.

## **XXI GENERAL PROVISIONS**

Section 1. Whenever under the provisions of the statutes or of the articles of incorporation or of these bylaws notice is required to be given to any person, it may be given to such person either personally, by e-mail or by sending a copy thereof by first class mail, postage prepaid to his/her address appearing on the books of the Corporation or in the case of the Directors, supplied by him/her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereat, when deposited in the

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United States mail. If e-mail is used it is required that a response is given to acknowledge receipt. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Nonprofit Corporation Law of 1972

**ARTICLE XXII  
AMENDMENTS**

Section 1. The Organization shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a quorum vote of the members present at any duly called meeting of the board. Members will have at least thirty (30) days to review bylaws before a vote can be called.

**ARTICLE XXIII  
DISSOLUTION**

Upon Dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to an organization or organizations located in the boundaries Millvale, which have as their primary objective the same, or substantially the same purposes as those stated above.

Adopted on the 11<sup>th</sup> Day of June 2012 by the Directors at the regular meeting of the Corporation.

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Tina Walker, President

Attest:

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Eddie Figas, Secretary