

**AMENDED AND RESTATED BY-LAWS
OF
THE PHILADELPHIA HOUSING AUTHORITY**

**As Amended and Restated by the Board of Commissioners
on September 25, 2014**

ARTICLE I

GENERAL

Section 101. NAME OF THE AUTHORITY.

The name of the Authority shall be THE PHILADELPHIA HOUSING AUTHORITY.

Section 102. EXISTENCE AND POWERS.

The Philadelphia Housing Authority (the "Authority") is a body corporate and politic, organized and existing pursuant to the Pennsylvania Housing Authorities Law, 35 P.S. Section 1542 *et seq.*, as such law shall be amended from time to time (the "Law"), and shall have all the rights and powers granted thereunder.

Section 103. SEAL OF THE AUTHORITY.

The Authority may have a seal in the form of a circle containing the name of the Authority, the year of its incorporation (1937), and such other details as may be approved by the Board of Commissioners (the "Board").

Section 104. OFFICE OF THE AUTHORITY.

The principal office of the Authority shall be at such location within Philadelphia, Pennsylvania as the Board may designate, from time to time, by resolution.

Section 105. FISCAL YEAR.

The fiscal year of the Authority shall begin on April 1st and end on March 31st of the following year. The fiscal year may be changed, from time to time, upon resolution of the Board.

Section 106. ANNUAL EXAMINATION OF RECORDS.

The financial records, books and accounts of the Authority shall be examined annually during the first nine months of the fiscal year by a Certified Public Accountant who shall be designated by resolution of the Board. Such annual examination shall cover the immediately preceding fiscal year.

Section 107. RECORDS; DOCUMENTS.

There shall be kept at the principal office of the Authority for inspection by the public, an original or duplicate record of the public meetings of the Board and scheduled meetings of each

committee of the Board from the previous ten (10) years; the original or a copy of the Resolution of the Council of the City of Philadelphia declaring the need for the Authority as filed with the Secretary of the Commonwealth of Pennsylvania; and the Authority's By-laws, including all amendments thereto. After ten (10) years, records of the public meetings of the Board and scheduled meetings of each committee of the Board may be stored in an off-site location. The Authority shall maintain its financial records, books, audits and accounts in accordance with the applicable records retention and disposition policy and schedule in effect from time to time at the Authority.

Section 108. CONSTRUCTION.

In construing these By-laws, any reference made to a statute shall be understood to incorporate any amendment to the statute that was passed subsequent to ratification of these By-laws.

ARTICLE II

MEMBERS OF THE BOARD OF THE AUTHORITY

Section 201. APPOINTMENT OF THE BOARD.

Consistent with the Law, the powers of the Authority shall be exercised by a governing Board of Commissioners, which shall consist of nine (9) members, except that under certain circumstances described in the Law, the Board shall consist of five (5) members. All members shall be appointed and continue to serve in accordance with the provisions of the Law and shall serve without compensation.

Section 202. TERMS OF APPOINTMENT.

Each Commissioner shall serve a term concurrent with the term of the appointing Mayor, but subject to removal as specified in the Law.

Section 203. RESIGNATION OF BOARD MEMBERS.

Any member of the Board may resign at any time by giving written notice to the Secretary. Such resignation shall be made in writing and shall take effect at the time specified in the notice. If no time is specified, the resignation shall be effective as of the time of its receipt by the Secretary, who shall accept such resignation, noting the day of its receipt. The acceptance of a resignation shall not be necessary to make it effective. The Secretary shall promptly notify the Board, the Chief Executive Officer of the Authority and the Mayor of the City of Philadelphia of the resignation. Any member of the Board may resign at any time by giving oral notice to the Board at a meeting at which a quorum (excluding the resigning member) is present.

ARTICLE III

OFFICERS AND EMPLOYEES

Section 301. OFFICERS AND EMPLOYEES.

(a) Board Appointed Officers: The Board-appointed officers of the Authority shall be the Chair and Vice-Chair of the Board, who shall be members of the Board, and a Chief Executive Officer, Treasurer, Secretary, and such other Board-appointed officers as the Board shall determine,

including any Assistant Treasurer and any Assistant Secretary, all of whom, other than the Chair and Vice-Chair, shall be employees of the Authority and shall serve terms as provided in these By-laws and otherwise shall serve at the pleasure of the Board.

(b) Other Officers: The Chief Executive Officer shall appoint all other officers (other than Board-appointed officers), agents, employees and technical experts of the Authority that the Chief Executive Officer determines necessary and appropriate, all of whom shall serve at the pleasure of and shall be subject to removal by the Chief Executive Officer.

(c) Resignation: Any officer may resign at any time by giving written notice of resignation, which may include an effective date, to the Chief Executive Officer. The Chief Executive Officer may resign at any time by giving written notice of resignation, which may include an effective date, to the Chair of the Board.

Section 302. CHAIR.

The Chair shall preside at all meetings of the Board. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs and policies of the Authority.

Section 303. VICE-CHAIR.

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

Section 304. CHIEF EXECUTIVE OFFICER.

The Chief Executive Officer shall have general charge of the business and affairs of the Authority and shall direct all other officers, agents and employees of the Authority. He or she shall, if present, and in the absence of the Chair and the Vice-Chair of the Board, preside at all meetings of the Board. Except as otherwise provided by resolution of the Board, or as required by law, the Chief Executive Officer shall sign all contracts, deeds and other instruments made by the Authority. The Chief Executive Officer may assign such duties to the other officers, employees and agents of the Authority as he or she deems appropriate. Any power of the Chief Executive Officer provided in these By-laws may be restricted, curtailed or eliminated, in whole or in part, by Resolution of the Board.

Section 305. GENERAL COUNSEL.

The General Counsel shall be the principal legal officer for the Authority. The General Counsel shall advise the Authority, the Board, and the Authority's officers and employees on all legal matters affecting Authority policy and operations. The General Counsel shall prepare, or supervise the preparation of, all leases, deeds, contracts and other legal papers of the Authority and shall approve as to form and legality all legal documents requiring execution by the Authority. The General Counsel shall, on instruction of the Board or the Chief Executive Officer, institute actions or proceedings to maintain, defend or establish the rights, interests and privileges of the Authority and defend any action or proceeding brought against the Authority.

Section 306. SECRETARY.

The Secretary shall keep and maintain the records of the Authority, shall act as secretary of the meetings of the Board of the Authority, and record all votes. The Secretary shall keep written minutes of the public meetings of the Board, which shall be available to the public, and shall perform all duties incident to the office of Secretary. The Secretary shall cause notice to be given of all meetings and of all adjournments or postponements whenever such notice is required. The Secretary shall keep in safe custody the seal of the Authority, if there is one, and shall have the power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 307. TREASURER.

The Treasurer shall be responsible for the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board or the Chief Executive Officer may select.

(a) The Treasurer, or such other person as authorized by resolution of the Board or by directive of the Chief Executive Officer of the Authority, shall sign all orders and checks for the payment of money, and shall pay out and disburse such monies under the direction of the Board or the Chief Executive Officer, unless the Board shall rescind such authority of the Chief Executive Officer.

(b) The Treasurer or such other person as authorized by resolution of the Board of the Authority shall keep regular books, written or computerized, of accounts showing receipts and expenditures, and shall render to the Board when requested, (but no less frequently than annually), an account of the Treasurer's transactions and also of the financial condition of the Authority.

(c) The Treasurer, or other such person as authorized by resolution of the Board, shall ensure that annual financial report(s) of revenues, expenditures, and debt are submitted and annual financial audits are conducted in accordance with applicable law and applicable audit standards.

Section 308. ASSISTANT SECRETARY.

The Assistant Secretary, if appointed, shall possess the powers and may perform the duties of the Secretary, in case of the absence or incapacity of the Secretary; and shall do and perform such other duties as may be assigned to him or her from time to time by the Board or the Chief Executive Officer.

Section 309. ASSISTANT TREASURER.

The Assistant Treasurer, if appointed, shall possess the powers and may perform the duties of the Treasurer, in case of the absence or incapacity of the Treasurer; and shall do and perform such other duties as may be assigned to him or her from time to time by the Board or the Chief Executive Officer.

Section 310. ADDITIONAL DUTIES.

The officers of the Authority shall perform such other duties and functions as required by the Board, these By-laws, directives of the Chief Executive Officer, policies and procedures of the Authority and as provided by law.

Section 311. ELECTION OR APPOINTMENT.

The Chair and Vice-Chair shall be elected biennially in even-numbered years at the annual meeting of the Board, starting with the 2016 annual meeting, from among the members of the Board, and shall hold office until the next annual meeting occurring in an even-numbered year or until their successors are elected and qualified. The Secretary, Treasurer and any Assistant Secretary and/or Assistant Treasurer shall be elected at the same time as the Chair and Vice-Chair and shall serve from their respective elections until their successors are elected and qualified. The Chief Executive Officer, the General Counsel, and all other officers appointed by the Chief Executive Officer, shall serve from the date of their appointment until their resignation or until their successors are appointed and qualified.

Section 312. VACANCIES.

Should the office of Chair become vacant, the Vice-Chair shall automatically serve as Temporary Chair until such time as the Board selects a new Chair. If any other office of the Board becomes vacant for any reason, the Board shall promptly choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE IV

MEETINGS

Section 401. ANNUAL MEETINGS.

The annual meeting of the Board shall be held in either April or May of each year, at such date and time as designated by the then-Chair. The Board may hold its meetings at such locations as may be approved by the Chair or the Chief Executive Officer from time to time. At the annual meeting, the Authority shall establish a schedule of its regularly scheduled meetings during the ensuing one-year period.

Section 402. REGULAR MEETINGS.

Regular meetings will be held at such dates and times as are adopted and scheduled at the annual meeting. No notice to Board members shall be required for any such regular meeting of the Board.

Section 403. SPECIAL MEETINGS.

The Chair of the Board may, when he or she deems it expedient, and shall, upon the written request of two members of the Board, call a Special Meeting of the Board for the purpose of transacting any business designated in the call. The call for a Special Meeting may be hand-delivered to each member of the Board, mailed to the business or home address of each member, or sent by electronic transmission to an electronic address provided for such purpose by any member of the Board. Each member must be notified of the Special Meeting of the Board two days or more prior to the date of the Special Meeting. At such Special Meeting, no business shall be acted on other than as designated in the call, but if all of the members of the Board are present, other business may be discussed.

Section 404. EMERGENCY MEETINGS.

No public notice is necessary for emergency meetings called for the purpose of dealing with a real or potential emergency involving a clear and present danger to life or property.

Section 405. MINUTES.

The minutes of the Authority's public meetings shall be taken by the Secretary or the Secretary's designee and promptly recorded, shall be a public record, and shall be promptly made available for inspection by the public unless their disclosure is inconsistent with the terms of these By-laws or applicable law. All resolutions shall be maintained in written form and included in the records of the proceedings of the Board.

Section 406. PUBLIC NOTICE OF MEETINGS.

Notice of public meetings of the Board shall be advertised as required by and in compliance with the Pennsylvania Sunshine Act. 65 Pa. C.S.A. §§ 701-716 (the "Sunshine Act").

Section 407. EXECUTIVE SESSIONS.

The Board may hold an executive session for one or more of the reasons permitted by the Sunshine Act.

Section 408. MANNER OF VOTING.

The voting on all questions coming before the Board shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

Section 409. QUORUM.

A majority of the members of the Board then in office shall constitute a quorum, which is required for the purpose of transacting business at all meetings and special meetings of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting or recess the meeting to take measures to obtain a quorum. Except as otherwise provided in this Section, all actions of the Board may be taken by a vote of the majority of the members present at any meeting where a quorum exists. In the case of any equality of votes, the Chair shall have a second and deciding vote.

Section 410. REMOTE PARTICIPATION.

One or more Board members may participate in any meeting of the Board, by means of a telephonic conference call or similar communications technology that allows for all persons participating in the meeting to hear and speak to one another at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting and be counted for the purpose of determining a quorum. A remotely participating Board member shall have the same rights and privileges as a Board member participating in person, including the right to vote.

Section 411. PARLIAMENTARY AUTHORITY.

The rules of the current edition of Robert's Rules of Order Newly Revised shall govern Board meetings whenever questions of procedure arise that are not covered in these By-laws or in any Board resolution regarding the conduct of meetings of the Board.

ARTICLE V

ADVISORY COMMITTEES

Section 501. STANDING AND AD HOC COMMITTEES.

The following five (5) standing committees shall exist to assist in the effective functioning of the Board and its review of issues: Policy and Planning, Resident Services, Finance, Evaluation, and Audit. The Evaluation Committee and the Audit Committee shall continue to exist pursuant to the resolutions of the Board that created each of those two committees. The Chair of the Board may, from time to time, as deemed necessary, also establish *ad hoc* committees for specific and limited purposes. All committees, whether standing or *ad hoc*, are advisory and not authorized to take any official action on behalf of the Board.

Section 502. DETERMINATION OF MEMBERSHIP AND COMMITTEE CHAIR.

Membership on and the designation of the chair of each committee shall be determined by the Chair of the Board, unless otherwise established by the Board. In no event shall any committee consist of more than a quorum of members of the full Board.

Section 503. COMMITTEE CHARTERS.

Unless otherwise established by the Board, each of the standing committees shall develop a charter, to be approved by the full Board and to include a description of matters such as the committee's frequency of meetings, responsibilities and duties, periodic reports to the Board, and other related matters.

ARTICLE VI

CODE OF ETHICS

Section 601. CODE OF ETHICS.

All Board members and employees of the Authority are bound by the provisions of the Pennsylvania Public Officials and Employee Ethics Act, 65 Pa. C.S. §§ 1101-1113 ("Ethics Act") and by any code or policy of the Authority in the nature of the code of ethics or conduct ("Authority Code").

Section 602. ABSTENTION.

Any Board member or employee of the Authority who, in the discharge of his or her official duties, would be required to take an action or make a decision that would be inconsistent with any of the provisions of the Ethics Act or any Authority Code, shall instead take the following actions:

(a) Prepare a written statement describing the matter requiring action or decision and the nature of his or her interests affected with respect to such action or decision.

(b) Cause copies of such statements to be delivered to the Ethics Officer of the Authority with a copy to the Secretary.

(c) If a Board member, the individual shall also deliver a copy of such statements to the Chair or presiding officer, and shall abstain from participating in discussion of or vote on the matter at Board meetings and otherwise. The presiding officer shall cause such statements to be noted in the minutes and shall exclude the member from any votes, deliberations, and other action on the matter.

(d) If an employee and not a Board Member, the individual shall withdraw from participation in the matter and his or her superior shall assign it to another employee not supervised by the employee who is withdrawing from participation.

Section 603. ENFORCEMENT.

Any Board member or employee of the Authority who violates the provisions of the Ethics Act or any Authority Code shall be subject to immediate dismissal or other disciplinary action by the Mayor of the City of Philadelphia and/or the Board (if a Board Member) or by the Board or Chief Executive Officer (if an officer or employee) and as otherwise provided by law.

ARTICLE VII

LIABILITY LIMITATION AND INDEMNIFICATION

Section 701. DEFINITIONS.

For the purpose of this Article, the following terms are defined as follows:

(a) "Authorized Representative" shall mean: any current or former Commissioner; receiver for the Authority duly appointed by HUD; member of a board of directors or board of managers, officer, employee or agent of, or participant in, the Authority or, at the request of the Authority, in any Covered Entity; any trustee, custodian, administrator, committee member or fiduciary of any employee benefit plan established and maintained by the Authority or by any Covered Entity; and the heirs, executors, administrators and/or personal representatives of each of the foregoing;

(b) "Covered Entity" shall mean: the Authority and any subsidiary or entity established by the Authority or as to which the Authority holds the right to appoint directors, officers, managers or other positions with power to direct management and operations, whether such entity is for-profit or not-for-profit, and including any corporation, partnership, limited liability company, joint venture, trust or other enterprise;

(c) "Party" shall mean: any person made party to, or required to participate in (in any manner), or threatened with being made party to or threatened with being required to participate in, any Proceeding, whether as defendant, witness or otherwise, whether by service of process, subpoena or formal or informal notice of investigation or inquiry, including any person giving testimony, providing an affidavit, or having similar involvement;

(d) "Proceeding" shall mean any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by, against, or in the right of the PHA, or otherwise;

(e) "Without Misconduct," in regard to any action or failure to act giving rise to a claim for indemnification, shall mean: that it was in good faith, in a manner reasonably believed to be in, or not opposed to, the best interests of the Authority or the Covered Entity, and, with respect to any criminal proceeding, without reason to believe such conduct was unlawful; and

(f) "Expenses" shall include attorneys' fees, expert witness fees, filing fees, court and other costs, and other disbursements related to the Proceeding.

Section 702. LIMITATION OF LIABILITY.

No Authorized Representative shall be personally liable for monetary damages for any action taken or any failure to take an action as an Authorized Representative unless:

(a) The Authorized Representative has breached or failed to perform the duties of his or her office; and

(b) The breach or failure to perform constitutes a crime, self-dealing, willful misconduct or recklessness.

This Section shall not apply to (i) the responsibility or liability of an Authorized Representative pursuant to any criminal statute, (ii) the liability of an Authorized Representative for the payment of taxes pursuant to federal, state, or local law, or (iii) the circumstances where an Authorized Representative is not indemnified under Section 703 of the By-laws.

Section 703. INDEMNIFICATION.

(a) The Authority shall indemnify any person who is or was an Authorized Representative and who is or was a Party or is or was threatened to be made a Party to any Proceeding by reason of the fact that such person is or was an Authorized Representative, to the fullest extent permitted by law and without limitation by contrary or conflicting indemnification provisions in contracts, by-laws or other organizational documents of Covered Entities that would otherwise apply to an Authorized Representative, including without limitation indemnification against Expenses, losses, damages, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such Authorized Representative in connection with such Proceeding if the General Counsel of the Authority determines in accordance with Section 704 below that such Authorized Representative acted Without Misconduct.

(b) Notwithstanding the terms of Section 703(a), above, no Authorized Representative shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted a crime, self-dealing, willful misconduct, or recklessness.

(c) Notwithstanding the terms of Section 703(a), above, no Authorized Representative shall be entitled to indemnification pursuant to this Article if the action or failure to take action giving rise to the claim for indemnification is or was the subject of a disciplinary proceeding by the Authority, until resolution of the disciplinary proceeding by the Authority determining that the person acted Without Misconduct.

(d) If the General Counsel determines, or it is otherwise the case by operation of law, that an Authorized Representative is not entitled to indemnification with respect to a portion of any liabilities to which such person may be subject, the Authority shall nonetheless indemnify such Authorized Representative to the full extent for the remaining portion of the liabilities.

(e) In instances of a claim by or in the right of the Authority, indemnification shall not be made under this Article in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Authority unless and only to the extent that a court of competent jurisdiction determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity under this Section 703.

(f) This indemnification provision will extend to any amount paid in settlement of any claim, demand, action, suit or Proceeding only if such settlement is offered with the written consent of the Authority.

Section 704. REQUESTING INDEMNIFICATION AND OBLIGATION TO COOPERATE.

(a) Any person who is or was an Authorized Representative and who is or was a Party to any Proceeding, if requesting indemnification pursuant to this Article, shall make a written request to the General Counsel of the Authority requesting indemnification. The Authority's duty to indemnify prescribed by this Article shall be conditioned upon (i) delivery by the person to the Chair or Chief Executive Officer and to the General Counsel at the corporate offices of the Authority the original or a copy of any summons, complaint, claim, process, notice, demand or pleading that is the basis for any request for indemnification pursuant to this Article within 10 calendar days after the person is served with such document and (ii) the full cooperation of such person in the defense of any action or proceeding against the Authority or Covered Entity based upon the same action or failure to act, and in the prosecution of any appeal.

(b) Upon written request for indemnification by an Authorized Representative, the General Counsel shall determine whether indemnification is required under these By-laws and if so, shall provide representation for the Authorized Representative through the Authority's Office of General Counsel, or through any other attorney designated by the General Counsel in writing.

(c) If the General Counsel determines that it is appropriate for an Authorized Representative to retain separate counsel, the General Counsel shall select such separate counsel. The Authorized Representative shall be afforded reasonable rights to object to the selection of such separate counsel. In the event of a conflict regarding selection of separate counsel, the Authorized Representative may retain counsel at his or her own expense.

(d) The General Counsel may require, as a condition for the payment of fees and expenses of separate counsel, that groups of Authorized Representatives be represented by the same counsel if the General Counsel has reasonably determined that there is no conflict of interests among such Authorized Representatives by such single representation.

(e) The obligations of the Authority under this Article VI are conditioned upon the Authorized Representative's cooperation with the Authority. In the event such Authorized Representative shall fail or refuse to cooperate with the Authority as reasonably requested by the Authority, or if such person knowingly misrepresents any fact material to the defense of the action, then the Authority may terminate the representation (if the Office of General Counsel or counsel retained by the Authority is providing the representation); cease advancing funds to pay for the Expenses

of separate counsel, and/or recover all costs and Expenses expended on behalf of such Authorized Representative.

Section 705. ADVANCEMENT OF EXPENSES.

The Authority shall pay the reasonable Expenses actually incurred in defending a Proceeding on behalf of any Authorized Representative entitled to indemnification under this Article in advance of the final disposition of such Proceeding. The General Counsel shall have the discretion to require, as a condition for the advancement of Expenses, that the Authorized Representative provide an undertaking to repay such amount or such Expenses paid by the Authority, if it shall ultimately be determined by a court of competent jurisdiction that such Authorized Representative is not entitled to be indemnified by the Authority as authorized in this Article. The financial ability of such Authorized Representative to make such repayment shall not be prerequisite to the making of an advance.

Section 706. DURATION AND EXTENT OF COVERAGE.

The indemnification and advancement of Expenses provided by or granted pursuant to this Article shall continue after the death of an Authorized Representative and shall inure to the benefit of the heirs, executors, administrators, and/or personal representatives of that person to the same extent as if the Authorized Representative had not deceased.

Section 707. SUPPLEMENTARY COVERAGE.

The indemnification and advancement of Expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which an Authorized Representative seeking indemnification or advancement of Expenses may be entitled under any law, by-law, agreement, vote of disinterested Commissioners, insurance contract or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

Section 708. RELIANCE AND MODIFICATION.

Each person who shall or has in the past acted as an Authorized Representative in conformity with the standards set forth in Sections 702, 703 and 704 above shall be deemed to do so in reliance upon the rights provided by this Article. The duties of the Authority to indemnify and to advance Expenses to an Authorized Representative as provided in this Article shall be in the nature of a contract between the Authority and the Authorized Representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the Authorized Representative, his or her limitation of liability, right to indemnification or the advance of Expenses related to a Proceeding based on an act or failure to act which took place prior to such amendment or repeal. No such amendment or repeal that alters, to the detriment of an Authorized Representative, the limitation of liability or the rights of indemnification and advancement of Expenses set forth in this Article shall be effective as to any currently serving Authorized Representative until ten (10) days after such current Authorized Representative has been given written notice of such amendment or repeal. Subject to the foregoing, the rights set forth in this Article are subject to change by Amendment to this Article at any time.

Section 709. INTENT AND SEVERABILITY.

Subject to the requirements of Section 705, it is the intent and obligation of the Authority to indemnify and advance Expenses of each Authorized Representative in accordance with this

Article and to the maximum extent permitted by law. If any portion of this Article VII is declared to be illegal or unenforceable, then the remaining portions of this Article VII shall be interpreted so as to provide the maximum indemnity and advancement of Expenses permitted by law.

Section 710. DISPUTES.

In the event that an Authorized Representative seeks to enforce any provision of this Article VII against the Authority, such claim or suit shall be commenced within one year from the later of (i) the date that the claim for indemnification accrued or (ii) the date the Authorized Representative knew or should have known of such claim.

Section 711. CONFORMITY TO STATUTE.

Nothing in this Article VII shall be construed to waive or limit the defenses, protections, limitations and immunities conferred on the Authority and its Authorized Representatives by the Sovereign Immunity Act, 42 Pa. C.S.A. §§ 8521, *et seq* with respect to claims of third parties.

ARTICLE VIII

AMENDMENTS

Section 801. AMENDMENTS TO BY-LAWS.

These By-laws may be altered or amended by a quorum of the Board of the Authority at any regular or special meeting of the Board. Notice of such proposed alteration, amendment or repeal shall have been given in writing to each Board member at least 10 days prior to the meeting at which action thereon is to be taken.