

FRENCH CREEK COUNCIL OF GOVERNMENTS
BYLAWS

Approved 3/18/04 (Revised 09/20/2010)

Article I / Name of Organization

The name of the organization shall be the “French Creek Council of Governments”, hereinafter referred to as the “**French Creek** COG”.

Article II / Purpose of Organization

The **French Creek** COG shall exist as an intergovernmental organization under authority of the Pennsylvania Intergovernmental Cooperation Law, found at 53 Pa. CS § 2301, *et seq.*, as a voluntary organization of Member Governments for the purpose of discussing, planning and undertaking joint, intergovernmental activities agreed to by its Member Governments.

The **French Creek** COG shall:

- A. Serve as a forum for the identification, discussion and examination of intergovernmental issues and concerns.
- B. Facilitate agreements and cooperative actions for specific projects and programs agreed to by its Member Governments.
- C. Administer, undertake and execute projects and programs assigned to the **French Creek** COG as agreed to by its Member Governments.

The **French Creek** COG shall function under the direction and control of its Member Governments in accordance with these Bylaws.

Article III / Membership

A. Admission:

The members of the **French Creek** COG shall be referred to in these Bylaws individually as a “Member Government” and collectively as the “Member Governments”.

Other governments or governmental agencies may apply to join the **French Creek** COG through the enactment of a resolution or ordinance by its governing body agreeing to these Bylaws, together with the payment of a one-time initiation fee in an amount established by the **French Creek** COG budget for the year of application. Admission shall be subject to the approval by the Member Governments of the **French Creek** COG through the voting process specified in these Bylaws. Upon admission to membership in the **French Creek** COG, the new Member Government will be enumerated [or, “listed”] in the **French Creek** COG Directory.

B. Continuation of Membership:

A Member Government shall remain a member of the **French Creek** COG for a period of not less than one year and shall remain a member until such time as the Member Government shall repeal the resolution or ordinance establishing its membership and also shall provide notice in writing to the remaining Member Governments of the **French Creek** COG of the termination. Withdrawal by a Member Government from the **French Creek** COG shall in no way serve to void or lessen any legal or financial obligation incurred by the Member Government while a member of the **French Creek** COG.

C. Duration of French Creek COG:

The **French Creek** COG shall exist as long as two or more Member Governments retain their membership in the **French Creek** COG and carry on activities consistent with these Bylaws.

Article IV / COG Assembly, Designated Delegates and Voting Rights

A. COG Assembly:

The policy deliberation and policy-making body of the **French Creek** COG shall be the COG Assembly. The COG Assembly shall consist of Member Governments acting through their Delegates appointed by the governing bodies of the Member Governments.

B. Voting Rights:

Each Member Government shall hold one (1) vote in the **French Creek** COG.

C. Designated Delegates:

The governing body of each Member Government shall appoint an elected or appointed official from its government to be the Designated Delegate and Alternate Delegates.

Each Member Government shall notify the **French Creek** COG Secretary in writing by January 10 of each year of the names of its Designated Delegate and Alternate Delegates in priority order for the coming year. The terms of these individuals shall be for a period of one (1) year and shall commence at the first meeting of the year.

The Delegate or in the absence of the Delegate, the Alternate Delegate shall have authority to cast the vote of the Member Government.

Article V / Quorum, Conduct of Meetings, Voting

A. Quorum:

A quorum of the COG Assembly shall exist at a COG Assembly meeting when a minimum of 40% of the Member Governments are represented at the meeting of the COG Assembly by the Member Governments Designated Delegate or Alternate Delegates, for all meetings and business of the **French Creek** COG.

In the event a quorum is not present at a COG Assembly meeting, no votes shall be taken except to adjourn or to recess the meeting to a future date.

B. Conduct of Meetings:

The Chairperson shall preside at all meetings of the COG Assembly and shall rule on all points of order.

The **French Creek** COG may establish rules and procedures for the conduct of meetings.

The Chairperson shall use a majority consensus of those in attendance as a procedure to be followed in conducting ordinary business at meetings of the COG Assembly. "Ordinary business" includes procedural considerations of the COG Assembly meetings that do not require action by the individual Member Governments for implementation whether by ordinance, resolution, motion or otherwise. This includes such items as scheduling COG Assembly meetings, reading and approval of minutes, meeting adjournment, and non-binding actions and discussions of the **French Creek** COG. In regard to any policy not considered "ordinary business", the formal vote shall be utilized.

C. Voting:

Voting shall be required on all questions before the **French Creek** COG that are financial and legal in nature. These matters include, but are not limited to:

- (a) Adoption of an annual administrative budget for the **French Creek** COG.
- (b) Amendments to these Bylaws.
- (c) Admittance of additional Member Governments to the **French Creek** COG.
- (d) Recommendations to undertake regional service programs under sponsorship of the **French Creek** COG.
- (e) Application for financial support of **French Creek** COG activities through public or private agencies.
- (f) Recommendation of adoption of intergovernmental agreements among the Member Governments through the **French Creek** COG.
- (g) Recommendation of the hiring of staff; entering into contracts for policies of group insurance and employee benefits, including social security, for its employees; entering into other contracts; or acquiring property and assets in support of the **French Creek** COG or its programs.
- (h) Entering into agreements and contracts with individuals or public and private corporations and organizations for the administration and performance of any and all **French Creek** COG functions.
- (i) Acquisition and disposal of real property.

Votes shall be taken by roll call of the Designated Delegates or Alternate Delegates at meetings of the COG Assembly.

No action requiring expenditures of money not previously authorized by Member Governments as part of the Member Governments approval of the COG Budget and no action establishing a contractual or legal obligation that has a financial or economic impact on a Member Government

shall be binding on a Member Government unless the Member Government has approved the action by official action of its governing body.

A Delegate or Alternate Delegate shall cast the vote authorized by action of the Member Government he/she represents. That government's vote shall have been properly determined through the governmental process prior to the casting of the vote by the Designated Delegate or Alternate Delegate.

A simple majority affirmative vote of these voting Delegates and Alternate Delegates present shall be required for approval of any action, except in the cases of amending these Bylaws and the admittance of a new Member Government, which require a two-thirds majority affirmative vote. Any vote that results in a tie will be considered a negative vote.

Nothing in these Bylaws shall prohibit in-depth discussion of any and all issues or motions that may be before the **French Creek** COG at meetings of the COG Assembly.

Article VI / Meetings of the COG Assembly

The COG Assembly shall hold an annual organizational meeting between January 15 and February 15 of each calendar year. At the organizational meeting, the officers shall be elected from within and by the voting Delegates or Alternate Delegates.

The COG Assembly shall meet not less than four times each year, including the annual organizational meeting. Meeting dates and location shall be scheduled by the Executive Committee at least 5 days in advance and arranged to not conflict with the established calendars of the Member Governments. The location of the meetings of the COG Assembly may rotate among the Member Governments. A proposed agenda and schedule of votes shall be provided to the members of the COG Assembly no less than 5 days in advance of a meeting of the COG Assembly.

All meetings of the COG Assembly shall be open to the public and shall provide an opportunity for public comment. Notice of date, time and place of these meetings shall be made in a local newspaper of general circulation. The Pennsylvania Sunshine Law shall apply to the **French Creek** COG.

Special meetings may be called by the Chairperson or Executive Committee. The agenda for special meetings shall be restricted to those items for which the special meeting was called. No vote shall be taken unless the 5 day notification requirement has been met and the meeting has been properly advertised.

Article VII / Finances

A. Accounting and Control:

Administrative cost allocations shall be budgeted, appropriated and expended in accordance with approved Budgets, the policies of the COG Assembly and these Bylaws. Administrative cost allocations are contributed and used to pay for general administrative activities.

The COG Assembly shall cause to have prepared an annual financial audit to be conducted by a certified, independent accounting firm when the annual **French Creek** COG budget exceeds \$100,000.00. Until that time, an annual audit shall be performed by a committee made up of financial representatives from various Member Governments. The results will be presented to the Member Governments and will be available to the public.

B. Budget and Allocation of Costs:

The fiscal year for the **French Creek** COG shall be January 1 to December 31.

The COG Assembly shall adopt by vote, an annual budget for **French Creek** COG administrative expenses.

The annual budget for **French Creek** COG administrative expenses and the proposed allocation of costs among Member Governments for the next fiscal year shall be adopted by December 31 of the prior year.

The COG Assembly shall by vote, adopt procedures for the allocation of any **French Creek** COG program costs or miscellaneous administrative fees and costs to the Member Governments that agree to participate in specific **French Creek** COG programs.

Article VIII / Officers, Executive Committee

A. Officers:

The officers of the COG Assembly shall consist of a minimum Chairperson, Vice Chairperson, and Secretary/Treasurer.

Officers shall be elected at the annual organizational meeting of the COG Assembly from among the Delegates or Alternate Delegates. Member Government approval of the vote is not required.

Terms of office shall be for a period of two years, from annual organizational meeting to annual organizational meeting. There shall be no limit to the number of consecutive terms an individual may serve. An officer shall hold only one office at any one time. An officer shall hold his/her position until the annual organizational meeting or until he/she leaves their office or employment with his/her government, whichever comes first. Unexpired terms shall be filled in the same manner as the election of officers.

(a) Chairperson:

The Chairperson shall conduct the meetings of the COG Assembly and rule on all points of order. The Chairperson shall assign the duties of the officers and committee members when these are not provided for in the rules and Bylaws. In the absence of clear and specific provisions, the Chairperson has the sole right to interpret rules and Bylaws pending approval of the COG Assembly.

The Chairperson shall preside over the Executive Committee and be a member or ex-officio member of all Standing and Ad-hoc Committees.

(b) Vice Chairperson:

The Vice Chairperson shall, in the absence or inability of the Chairperson to act, perform the duties of the Chairperson. The Vice Chairperson may be assigned other duties deemed appropriate by the Chairperson.

(c) Secretary/Treasurer:

One or more individuals shall hold the office of Secretary/Treasurer.

The Secretary shall keep or oversee a written record of all proceedings. He/she shall have charge of the execution and recording of all deeds, contracts, agreements and policies approved by the COG Assembly. The Secretary shall sign and execute documents as approved by the **French Creek** COG. The Secretary shall read or summarize all resolutions, ordinances and correspondence at all meetings, record or oversee the recording of minutes at all meetings of the COG Assembly and Executive Committee, and ensure that all necessary correspondence is maintained. The Secretary shall give all notices of all meetings of the COG Assembly and the Executive Committee. Public notice of the COG Assembly meetings shall be published in a local newspaper in accordance with these Bylaws. The Secretary shall have the ability to delegate to staff of the **French Creek** COG the recording of minutes and correspondence. This shall be done under the Secretary's supervision. In the absence of the Secretary or in his/her inability to act, the Chairperson shall appoint a temporary Secretary for the purpose of keeping a written record of the proceedings or other duties as determined by the Chairperson.

The Treasurer shall have fiscal responsibility for the funds of the **French Creek** COG. He/she shall maintain a full and accurate account of all receipts and disbursements in ledgers. All monies and assets shall be deposited in accounts designated by the COG Assembly. All accounts shall be created and administered as per the direction of the COG Assembly.

The Treasurer shall draw properly approved vouchers for the disbursement of all funds of the **French Creek** COG. All checks must be signed by at least two of the following three officers, Chairperson, Vice-Chairperson, Secretary/Treasurer. The Treasurer is responsible for the preparation of at least four financial reports for presentation at meetings of the COG Assembly and Executive Committee.

B. Executive Committee:

The Officers and any other designated delegates shall serve on the Executive Committee. There shall be no limit to the number of consecutive terms an individual may serve on the Executive Committee.

The Executive Committee shall meet at the discretion of the Chairperson and be responsible for establishing the date and agenda of the regular meetings of the COG Assembly and for making appointments to Standing and Ad-hoc Committees and Sub-Committees.

The Executive Committee may not vote at an Executive Committee meeting to adopt **French Creek** COG policies. The Executive Committee may discuss issues that are to come before the COG Assembly in order to help prepare for meetings of the COG Assembly, and place motions for votes and other items on the agenda for consideration and discussion by the COG Assembly.

The Executive Committee shall see that an agenda is provided to the Member Governments no less than 5 days prior to a meeting of the COG Assembly.

The Executive Committee shall discuss and propose **French Creek** COG policies to the COG Assembly involving budgets, programs, policies and operational procedures. Official action of the Executive Committee shall be decided by the affirmative consensus of a majority of the Executive Committee members present, provided a quorum is met. A quorum of the Executive Committee shall be a majority of Committee members in attendance at each meeting of the Executive Committee.

Article IX / Powers and Duties

A. Powers and Duties:

All powers and duties of the **French Creek** COG shall be vested in the COG Assembly, the Officers and the Executive Committee of the **French Creek** COG as provided in these Bylaws.

The Member Governments through the COG Assembly shall have the power and authority to perform all acts and functions consistent with Pennsylvania laws pertaining to the Member Governments.

No Member Government shall be compelled to act on behalf of the **French Creek** COG or adopt **French Creek** COG programs or policies except as authorized by official action of the individual Member Governments.

The **French Creek** COG may enter into agreements and contracts with individuals or public and private corporations and organizations for the administration and performance of any and all **French Creek** COG functions as approved by the COG Assembly and Member Governments.

Article X / Additional Powers Denied and Granted To The COG Assembly

No action by the **French Creek** COG that creates a legal obligation, whether it be contractual, financial or otherwise, upon a Member Government shall be binding upon the Member Government affected unless and until its legislative body by official action approves the action recommended by the COG Assembly according to the procedures set forth in its respective municipality codes, charter, and the Laws of the Commonwealth of Pennsylvania. If a **French Creek** COG contract or legal expenditure is approved by a Member Government, the Member Government shall be legally obligated and liable for its respective or proportionate obligation thereby approved, whether or not the member Government remains a member of the **French Creek** COG.

Article XI / Acquisition and Disposition of Property

The **French Creek** COG may, as necessary and provided in its budgets, acquire office space, furnishings, and other operating facilities.

Any disposal of such property may be made only when it is deemed by the COG Assembly to be in the best interest of the Member Governments. The distribution of proceeds from the sale shall be in the manner approved by the **French Creek** COG.

Article XII / Amendments

These Bylaws may be amended at a regular or special meeting of the **French Creek** COG, provided that a written notice of the proposed change is sent to each Designated Delegate and Member Government at least 5 days in advance, and provided that there is at least a two-thirds majority vote of approval for the amendment(s).