

Adams County Council of Governments

Bylaws and Agreement

Section 1: Organization Mission Statement

It is the mission of the Adams County Council of Governments (hereinafter the "Council") to provide a forum by which governmental entities of Adams County may meet to discuss issues of mutual interest, and to coordinate joint activities between members on an as-needed, voluntary basis.

Section 2: Purpose of Bylaws and Agreement

These bylaws and agreement establish the framework for the Council, and serve as the agreement required for creation of the Council. Upon establishment of the Council, per 53 Pa. C.S. §2307 and Section 4.B., herein, these Bylaws shall be ratified by a majority vote of all member organizations.

Section 3: Purpose

The purpose of the Council is to provide a vehicle for intermunicipal cooperation in resolving problems, forming policies, making plans, and taking actions that are mutually beneficial to its members. The further and specific purposes are as follows:

- a. To identify, discuss, and study regional issues and opportunities.
- b. To facilitate agreements among member governments who wish to undertake specific cooperative projects and programs.
- c. To promote effective communication and coordination among member governments, other governments, and local and regional organizations.
- d. To work together to control and reduce governmental costs for purchases, and for provision of services and to undertake joint purchasing, where beneficial.

Section 4: Membership

- A. Any governmental entity located within the geographic boundaries of Adams County, (i.e. school district, township, borough and the County), shall be eligible for membership in the Council. This definition does not include municipal authorities.
- B. In accordance with Act 180 of 1972, as amended, 53 Pa.C.S. §§2301, *et seq.*, the Pennsylvania Intergovernmental Cooperation Law, each participating township, borough and the County must adopt an ordinance establishing membership in the Council. Any school district desiring membership must adopt a resolution. Upon adoption of the ordinance or resolution by at least two governmental entities, those governmental entities, and any subsequent adopting governmental entities, will be considered members of the Council (hereafter "Members" or "Membership").
- C. The meetings will be open to any appointed or elected officials from each Member; but each Member shall have only one voting representative. Each Member shall notify the Council in writing of the name of the voting representative and up to two (2) alternate voting representatives (hereinafter "Member Representative"). Meetings shall be advertised and open to the public, in accordance with the Sunshine Act, 65 Pa.C.S. §§701, *et seq.*

- D. A Member may withdraw from the Council in accordance with the Ordinance or Resolution establishing their membership. Any such withdrawal will become effective upon repeal of the ordinance or resolution creating Membership, written notification of the President at least ninety (90) days prior to withdrawal, and only after the Member has fulfilled any fiscal or other responsibilities for joint projects, activities, or purchases, undertaken in accordance with Section 7, herein.

Section 5: Officers

- A. The officers of the Council shall be elected from the Member Representatives with each officer from a different Member. The offices shall consist of the following: President, Vice President, Treasurer, and Secretary (hereafter “Officer” individually, and “Officers” in the plural). Bonding of Officers shall be at the discretion of the Council.
- B. The President shall not serve for more than two consecutive one-year terms as President and the Vice President shall not serve for more than two consecutive one year terms as Vice President..
- C. President – The President shall be the chief elected officer of the Council. Specific duties include:
1. Having general charge and supervision of the business of the Council.
 2. Preparation of the agenda for all meetings of the Council, in consultation with the Officers.
 3. Appointment of all committees, unless the Membership directs otherwise.
 4. Serving as the principal spokesperson for the Council.
 5. Acting as the chair of all Council meetings.
 6. Executing fiscal documents with the Treasurer, including signing of checks.
 7. Performing such duties as may, from time to time, be assigned by the Members.
- D. Vice President – the Vice President shall assist the President in carrying out his or her responsibilities. Specific duties include:
1. Possessing and exercising the powers and duties of the President in his or her absence, or temporary disability.
 2. Assisting in the development of meeting agenda.
- E. Secretary – The Secretary shall be the official record keeper of the Council. Specific duties include:
1. Keeping the minutes, attendance, and records of all meetings.
 2. Providing notice of all meetings.
 3. Execution of all official documents with the President, including contracts, instruments, documents and other items authorized by the Council.
 4. Performing all duties incidental to the office of Secretary, including placing advertisements for meetings, joint contracts, or projects, as required by the Membership.
 5. Delivering all books and papers to the successor immediately after his or her election, or to the Council when so directed by the Members.

6. Right to Know Officer

- F. Treasurer -- The Treasurer shall have or provide for the custody of the funds of the Council. Specific duties include:
1. Provide for the collection and receipt of monies earned by or in any manner due to be received by the Council.
 2. Pay out, transfer, encumber, or in other means expend funds of the Council following appropriate governmental fiscal standards, including signing such payment documents with the President.
 3. Deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Council may designate.
 4. Render a written monthly account showing all financial transactions, account balances, and such other financial information as is required to provide the Officers and Members with an accurate understanding of the Council's fiscal condition.
 5. Discharge such other duties as may, from time to time, be assigned by the Membership.
 6. Deliver all funds, securities, books, records and papers of the Council in his or her custody to the successor immediately after the successor's election.
 7. Permit all records and accounts of the Council to be examined at least annually by the finance committee, and at any other time requested by the Council.
 8. Maintain account funds so as to meet all laws and regulations pertaining to Pennsylvania governmental entities.
 9. To prepare the annual Budget for the organization to be presented at the November meeting and voted upon at the December meeting.

Section 6: Committees

A. The following standing committees are established:

- a. Nominating Committee: This committee seeks and recommends individuals for offices on the Council of Governments. In addition to preparing a slate of nominations for the November meeting, members of this committee shall meet as needed to fill Board vacancies occurring during an officer's term as they may occur. Effort is made to nominate officers from the different factions of the membership, i.e. Township, Borough, and School District
- b. Bylaws Committee: Oversees any changes to the Bylaws requested by Members and coordinates with the COG Solicitor to recommend specific language for these changes. The Committee members are appointed by the Council President.
- c. Finance Committee: Provides financial oversight for the Council of Governments. Advises on financial planning, budget development, and risk management. Reviews financial records and recommends financial policies and procedures. The committee ensures that Officers of the COG understand their financial responsibilities. **The committee consists of President, Vice President, Secretary and Treasurer.**

- d. Executive Committee: *The name of this committee was changed from Management Committee.* Assists in guiding the direction of the Council of Governments to meet and further its mission. Ensures the effective management and communication of the organization and its activities. Makes recommendations regarding compensation for administrative services provided to the Council of Governments. Meets as needed, and maintains records of these meetings. **This committee will consist of the Officers, Current and all past Council Presidents.**

- B. In addition to the standing committees, the President may appoint ad-hoc committees.
- C. Additional standing committees may be created by majority vote of the Members.
- D. Participation in projects initiated by the committees is strictly voluntary for Members.

Section 7: The Functioning of the Council

- A. The Council shall hold monthly meetings. Additional meetings may be called at the discretion of the President as the need arises. The exact date, time and location of regularly scheduled meetings for the year shall be confirmed at the December meeting.
- B. Election of Officers is carried out in the following manner: The Nominating Committee will determine a slate of Officers for presentation at the November meeting, and election will occur at the December meeting for the following year's term. Additional nominations may be made from the floor at the December meeting, provided the nominating Member Representative has secured permission of the nominee to place his or her name in contention for that Office. Tie votes shall be decided by lottery as determined by the President.
- C. If none of the Officers are present, or if a quorum of Members is not present, the meeting may continue for discussion purposes, but the Council may not take a formal position, or vote on any matter. A quorum is defined as thirty percent (30%) of the Membership of the Council. If a quorum exists, a simple majority of those Member Representatives present may approve any action, unless otherwise stated in the Bylaws.
- D. The Bylaws of the organization may be amended by written request to the Bylaws Committee which will be vetted with Members at a regularly scheduled meeting. Any recommended change in bylaws cannot be voted on during the meeting in which it is presented. Bylaws may be amended by a motion and majority vote.
- E. The Council will establish annual dues, which shall be approved by a majority vote of the Members at the December meeting. Dues shall be payable no later than sixty (60) days after they are adopted by the Council, and are non-refundable. Each member will be charged the same dues, and dues will not be prorated for Members joining or withdrawing from the Council during the year.
- F. The cost of any project, activity, purchase, or undertaking shall be borne by the Members participating in that project, activity, or purchase, and no cost will be charged to any Member choosing not to participate in that project, activity, or purchase.
- G. Any project, activity, or purchase, regardless of Members benefitted, must be approved by a majority of the Members. All motions must identify the manner of cost sharing to be used in any purchase, project, and all Members planning to participate in a purchase must agree with the cost sharing method for that purchase prior to approval.

G. Parliamentary procedure will be followed at all meetings. The Council shall adopt a specific standard of parliamentary procedure for Council use.

Section 8: Any member municipality shall have the right to refrain from any discussion or action of the Council of Governments. A member shall not be required to share the costs of projects or programs in which it is not a participant. In order for a member to be a participant in the project or program, the government body of the member must approve the project or program and take any and all action necessary to comply with the Intergovernmental Cooperative Law. Governmental members may participate in any project through a simple majority vote; however, if any governmental responsibilities are transferred to the COG, government members can only do so through passing an Ordinance.

Section 9: Existence

The Council shall exist in perpetuity, unless: (a) the Council no longer has two (2) or more Members; or (b) a motion for dissolution is approved unanimously by all Members present at a special meeting convened solely for that purpose, following written notice to all Members, providing not less than thirty (30) days' notice of the special meeting. For any such special meeting the quorum is not that noted in Section 7.C., but shall require a minimum of fifty one (51) percent of the Membership.

Section 10: Savings Clause

If any provision of these bylaws and agreement are found unenforceable or void, then the remaining provisions will survive and the bylaws and agreement will be interpreted as if the unenforceable or void provision is without force or effect.

These Bylaws and agreement were approved by a majority of those Members present at a regularly scheduled meeting, held the 25th day of May, 2017 and evidenced by signatures attached hereto.

BY _____

ATTEST _____

Adams County Council of Governments
PRESIDENT

Adams County Council of Governments
SECRETARY