

**ARMSTRONG AREA COUNCIL OF GOVERNMENTS
ORDINANCE ESTABLISHING MEMBERSHIP**

ORDINANCE # 2001-1

AN ORDINANCE AUTHORIZING INTERGOVERNMENTAL COOPERATION BY ESTABLISHING MEMBERSHIP IN THE ARMSTRONG AREA COUNCIL OF GOVERNMENTS AND ESTABLISHING THE CONDITION OF SAID MEMBERSHIP PURSUANT TO THE REQUIREMENTS OF ACT 177 OF 1996, 53 PA C.S.A. § 2301 et seq., AS AMENDED, OF THE COMMONWEALTH OF PENNSYLVANIA.

WHEREAS, Act 177 of 1996, 53 PA C.S.A. § 2301 et seq., is the law governing intergovernmental cooperation within the Commonwealth of Pennsylvania; and

WHEREAS, membership is the Armstrong Area Council of Governments is the agency Twp. of South Buffalo has adopted to cooperate with other governmental or quasi-governmental units in the execution of those municipal functions deemed by Twp. of South Buffalo to be accomplished best through cooperation with other governments or quasi-governmental units; and

WHEREAS, Act 177 of 1996, 53 PA C.S.A. § 2301 et seq., intends that full recognition by the Commonwealth of Pennsylvania of an agent of intergovernmental cooperation requires said agent to be established by Ordinance by all cooperating units of government; and,

WHEREAS, Twp. of South Buffalo desires the Armstrong Area Council of Governments to be as useful as possible to Twp. of South Buffalo and to the residents thereof;

NOW THEREFORE, BE IT ORDAINED AND ENACTED BY THE LEGISLATIVE BODY OF Twp. of South Buffalo IN A REGULAR MEETING DULY ASSEMBLED, AND IT IS HEREBY ORDAINED AND ENACTED BY AUTHORITY OF THE SAME:

Section 1. Membership

That The Twp. of South Buffalo join and be a member of the Armstrong Area Council of Governments.

Section 2. Condition of Agreement

That no action taken by the Armstrong Area Council of Governments which creates a legal obligation, whether it be contractual, financial or otherwise upon a member municipality shall be binding upon a member municipality affected unless and until its municipal legislative body ordains, resolves or otherwise enacts the actions recommended by the Armstrong Area Council of Governments, according to the procedure set forth in the appropriate municipal code and laws of the Commonwealth of Pennsylvania.

Section 3. Duration of Term

That this agreement would be in effect until repealed by a member municipality, and shall be in accordance with the Bylaws of the Armstrong Area COG with regard to withdrawal.

Section 4. Purpose and Objectives

That the Armstrong Area Council of Governments shall assist the member municipalities individually or collectively to execute their governmental responsibilities in as efficient and responsible a manner as possible; further, that the Armstrong Area Council of Governments shall undertake such other projects/programs/activities related to municipal governments as the General Assembly may direct, subject to the provisions of Section 2.

Section 5. Manner and Extent of Financing

That the Armstrong Area Council of Governments be financed by allocations received from member municipalities and/or by funds donated by public and/or private sources.

Section 6. Organization Structure

That the Armstrong Area Council of Governments be the Agent for the Twp. of South Buffalo in matters pertaining to this Agreement; that a legislative officer of each municipality be a representative of the Armstrong Area Council of Governments, there shall also be appointed an alternate(s) from absence; and that the officers of the Armstrong Area Council of Governments be authorized to act as they deem necessary, in accordance with its Bylaws; subject to Section 2 and to Section 5.

Section 7. Acquisition/Management/Disposal of Property

The real or personal property necessary to implement this Agreement be acquired, managed and disposed by the Armstrong Area Council of

Governments, in accordance with the Bylaws of the Council of Governments and any law(s) or contract(s) that apply.


Section 8. Bylaws

That the Bylaws of the Armstrong Area Council of Governments attached hereto and made a part hereof and hereby approved.

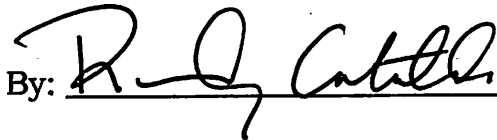
ORDAINED AND ENACTED THIS 12th DAY OF November, 2001.

By: 

Attest:



REVIEWED AND APPROVED THIS 12th DAY OF November, 2001.

By: 

Attest:



**ARMSTRONG AREA
COUNCIL OF GOVERNMENTS
BY-LAWS**

Article I/Name of Organization:

The name of the organization shall be the "Armstrong Area Council of Governments" hereafter referred to as the "Armstrong Area COG".

Article II/Purpose of Organization:

The Armstrong Area COG shall exist as an intergovernmental organization under authority of the Intergovernmental Cooperation Law, Pennsylvania Act 177 of 1996, as a voluntary organization of Member Governments for the purpose of discussing, planning and undertaking joint, intergovernmental activities agreed to by the Member Governments.

The Armstrong Area 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 the Member Governments.
- c) Administer, undertake and execute projects and programs assigned to the Armstrong Area COG as agreed to by the Member Governments.

- 1. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purpose(s) specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt for Federal income tax under IRC 01 (c) (3) or corresponding provisions of any subsequent Federal tax laws.
- 2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

3. No substantial part of the activities of the organization shall be carrying on propaganda (except as otherwise provided by IRC (h) and does not participate in, or intervene in, including the publication or distribution of statements), for any political campaign on behalf of any candidate for public office.
4. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986.

The Armstrong Area COG shall function under the direction and control of its Member Governments in accordance with the By-Laws.

Article III/Memberships:

A. Admission

Upon enactment of individual ordinances and payment of annual dues by each government, initial membership is opened to all Armstrong Area Governments to join the Armstrong Area COG.

These enumerated governments shall be referred to collectively as "Member Government(s)".

Additional governments in the Armstrong area may join the Armstrong Area COG upon enacting a local ordinance to join the Armstrong Area COG, and upon approval of their written request to the Member Governments to join the Armstrong Area COG. Approval of the admission of newly applying governments shall require approval by the Member Governments of the Armstrong Area COG through the voting process specified in these By-Laws. Approval of admission shall automatically amend these By-Laws to include the additional governments as a full standing, voting members.

The withdrawal shall become effective no less than 60 days after repeal of the ordinance and notification by certified mail to the Armstrong Area COG Chairperson with copies to the remaining Member Governments. Withdrawal must occur prior to October 1 of the year for which withdrawal is requested, effective for the next year.

B. Withdrawal

A Member Government may withdraw from the Armstrong Area COG upon its repeal of the ordinance establishing its membership and notice in writing to the remaining Member Governments of the Armstrong Area COG. The withdrawal shall become effective no less than 60 days after repeal of the ordinance and notification by certified mail to the Armstrong Area COG Chairperson with copies to the remaining Member

Governments. Withdrawal must occur prior to October 1 of the year for which withdrawal is requested, effective for the next calendar year.

C. Duration of the Armstrong Area COG:

The Armstrong Area COG shall exist as long as two or more Member Governments maintain valid ordinances establishing their membership in the Armstrong Area COG.

Article IV/General Assembly, Designated Delegates and Voting Rights:

A. General Assembly

The policy deliberation and policy making body of the Armstrong Area COG shall be the "General Assembly".

The General Assembly shall comprise all the elected legislative and elected executive officials of the Member Governments. Discussion of all COG issues and motions shall be open to all members of the General Assembly.

Voting shall be done through the official Designated Delegates of the Member Governments at meetings of the General Assembly.

B. Designated Delegates

The legislative body of each Member Government shall appoint one official from its government to be the Designated Delegate who shall be entitled to announce that government's vote at meetings of the General Assembly. The Member Governments shall appoint Alternate Delegates in priority order in the event that the Designated Delegate is unable to attend a meeting of the General Assembly or Executive Committee.

Each Member Government shall notify the Armstrong Area COG Chairperson in writing by January 15 of each year, of the names of their respective 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 on February 1.

C. Voting Rights

The Member Governments shall hold all voting rights in the Armstrong Area COG.

Each Member Government shall hold one (1) Vote in the Armstrong Area COG for its legislative, policy making body.

Additional governments that join the Armstrong Area COG shall have one (1) vote each.

Article V/Quorum, Conduct of Meeting, Voting:

A. Quorum:

A quorum of General Assembly shall exist at General Assembly meetings, when a majority of the Member Governments, (for example: at least 3 of 5 Member Governments) is represented by a Designated Delegate or Alternate. The example used in these By-Laws shall be self-amending upon admission or upon the withdrawal of a Member Government.

In the event a quorum of the General Assembly is not present at a General Assembly meeting, no Vote(s) shall be taken.

B. Conduct of Meetings:

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

The Armstrong Area COG shall utilize The Robert's Rules of Order of the Pennsylvania Bar Institute in the conduct of meetings of the General Assembly. The Armstrong Area COG may establish additional rules and procedures and/or suspend or amend the requirements of The Robert's Rules of Order for the conduct of meetings. Implementation of this provision does not require the amending of these By-Laws.

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 General Assembly. "Ordinary business" includes procedural considerations of the General Assembly meetings that do not require individual Member Government ordinances or resolutions for implementation. This includes such items as scheduling General Assembly meetings, reading and approval of minutes, meeting adjournment, and non-binding actions and discussions of the Armstrong Area 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 Armstrong Area COG that are financial in nature and/or that require approval of the individual Member Governments through local resolution or ordinance for Armstrong Area COG implementation. These matters include, but are not limited to:

- a) Adoption of an annual general operating budget for the Armstrong Area COG.
- b) Establishment of the allocation(s) to be paid by each Member Government to finance the annual general operating budget.

- c) Amendments to these By-Laws.
- d) Admittance of additional Member Governments to the Armstrong Area COG.
- e) Recommendations to undertake regional service programs under sponsorship of the Armstrong Area COG.
- f) Application for financial support of Armstrong Area COG activities through public or private agencies.
- g) Recommendation of adoption of intergovernmental agreements among Member Governments through the Armstrong Area COG.
- h) Recommendation of the hiring of staff, entering into contracts, or acquiring property and assets through one or more of the Member Governments in support of Armstrong Area COG programs.
- i) Adoption of a set of rules and procedures for the conduct of meetings of the General Assembly.

Votes shall be taken by roll call of the Member Governments at meetings of the General Assembly.

At the time of the roll call of Member Governments for voting, the Designated Delegates or Alternate shall cast his/her Government's Vote and submit to the Secretary any resolutions, ordinances, minutes or other documents of the Member Government's position on the motion before the Armstrong Area COG.

A simple majority affirmative Vote shall be required for approval of the motion, except in the cases of amending these By-Laws and the admittance of new Member Governments, which require a two-thirds majority affirmative Vote. Any Vote that results in a tie will be considered a negative vote.

Voting shall not be done by proxy.

Nothing in these By-Laws shall prohibit in-depth discussion of any and all issues or motions that may be before the Armstrong Area COG at meetings of the General Assembly even after the tabling of a motion for future Vote.

The Executive Committee or any Member Government shall provide in writing to all Member Governments notice of the intended motions for voting at least 30 days in advance of the meeting of the General Assembly at which time the Vote is proposed to be taken.

Article VI/Meetings of the General Assembly:

The General 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 Designated Delegates.

The General Assembly shall meet not less than three times each year, including the annual organizational meeting. Meeting dates and location shall be scheduled by the Executive Committee at least 30 days in advance and arranged to not conflict with the established calendars of the member Governments. The location of the meetings of the General Assembly may rotate between the member Governments. A proposed agenda and schedule of Votes shall be provided to the members of the General Assembly no less than 30 days in advance of a meeting of the General Assembly.

All regularly scheduled meetings of the General Assembly shall be open to the public and shall provide an opportunity for public comment. Notice of date, time and place of meetings shall be made not less than two weeks in advance in a newspaper of general circulation throughout the Armstrong County area.

Special meetings may be called by the Chairperson or upon written request of the Designated Delegates of at least two Member Governments. 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 thirty (30) day notification requirement has been met and the meeting has been advertised.

Article VII/Finances:

A. Accounting and Control:

All cost allocations shall be budgeted, appropriated and expended in accordance with the policies of the General Assembly and these By-Laws. All cost allocations are contributed and used to pay for general operating expenses.

The General Assembly may cause to have prepared an annual financial audit to be conducted by a certified, independent accounting firm with the results to be presented to the member Governments and to be available to the public.

B. Budget and Allocation of Costs:

The fiscal year for the Armstrong Area COG shall be January 1 to December 31.

The General Assembly shall adopt through a Vote an annual General Operating Budget for the Armstrong Area COG's general operating expenses.

The annual budget for the Armstrong Area COG's general operating expenses and the proposed allocation for costs for the upcoming fiscal year and all years thereafter shall be adopted by December 15 prior to the beginning of the next fiscal year.

The General Assembly may annually propose through a Vote, an allocation based on population from the last US Census, for the Armstrong Area COG general operating expenses, for reimbursement by the Member Governments.

Additional allocations to finance programs, projects, and/or activities may include but shall not be limited to the following options, whether individually or in combination: a) population, b) assessed valuations, c) equal shares, d) use, and/or e) direct taxes. The General Assembly shall adopt through a Vote, procedures for the allocation of any Armstrong Area COG program/project/activity cost to the Member Governments who agree to participate in any specific COG program/project/activity.

Article VIII/Officers, Executive Committees

A. Officers:

The Officers of the General Assembly shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Officers shall be elected at the annual organizational meeting of the General Assembly from within and by the Designated Delegates. Prior individual municipal action for the election of officers on a Vote basis is not required. A quorum shall be required for the election of officers.

The election of officers shall take place at the annual organizational meeting of the General Assembly.

Terms of office shall be for a period of one year, from annual organizational meeting to annual organizational meeting. An officer shall hold only one office at any time. An officer shall hold his/her position until the next annual organizational meeting or until he/she leaves elected office in his/her government, whichever comes first. An officer shall not hold the same office for more than two consecutive terms. Unexpired terms shall be filled in the same manner as the election of officers.

Chairperson:

The Chairperson shall conduct the meetings of the General 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 By-Laws. In the absence of clear and specific provisions, the Chairperson has the sole right to interpret rules and By-laws pending approval of the General Assembly. The Chairperson shall also be the authorized officer to execute all contracts, grant applications and legal documents duly authorized by the COG's General Assembly.

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

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.

Secretary:

The Secretary shall keep 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 General Assembly. The Secretary shall sign and execute documents as approved by the Armstrong Area COG. The Secretary shall read all resolutions and correspondence at all meetings, record minutes at all meetings of the General Assembly and Executive Committee. Public notice of the General Assembly meetings shall be given to a newspaper of general circulation throughout the Armstrong Area, in accordance with these By-Laws. 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.

Treasurer:

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

The Treasurer shall draw properly approved vouchers for the disbursement of all funds of the Armstrong Area COG. All checks must be signed by any two of the following four: Chairperson, Vice Chairperson, Secretary and/or Treasurer.

The Treasurer is responsible for the preparation of quarterly financial reports for presentation at meetings of the General Assembly and Executive Committee. The Treasurer is to be bonded. The amount of the bond will be determined by the Executive Committee from time to time.

B. Executive Committee

The Officers and 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 General

Assembly and for making appointments to Standing and Ad-hoc Committees and Sub-Committees.

The Executive Committee may not vote to adopt Armstrong Area COG policy except at meetings of the General Assembly.

The Executive Committee shall discuss and propose policies to the General 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 members present, provided a quorum is met. A quorum of the Executive Committee is the same as a quorum of the General Assembly.

Article IX Powers and Duties:

A. Powers and Duties:

All powers and duties of the Armstrong Area COG shall be vested in the General Assembly, the Officers, and the Executive Committee of the Armstrong Area COG.

The Member Governments through the General Assembly shall have the power and authority to perform all acts and functions consistent with these By-Laws and Pennsylvania laws pertaining to the Member Governments.

No Member Governments shall be compelled to act on behalf of the Armstrong Area COG or adopt Armstrong Area COG programs of policies except through proper legal approval of the individual Member Governments.

The Armstrong Area COG may enter into agreements and contracts with public and private corporations and organizations for the administration and performance of any and all Armstrong Area COG functions.

Article X/Additional Powers Denied and Granted to the General Assembly:

No action by the Armstrong Area 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 local legislative body properly ordains, resolves and enacts the action recommended by the General Assembly according to the procedures set forth in its respective municipal codes, charter, and the laws of the Commonwealth of Pennsylvania.

Member Governments shall be held accountable for legally incurred obligations for the Armstrong Area COG's general operating expenses during the present fiscal year and any other contractually binding obligations enacted by ordinance for the time period specified in the ordinance even if they withdraw from membership in the Armstrong Area COG.

Article XI/Acquisition and Disposing of Property:

The Armstrong Area COG may as necessary and as provided in it's budgets, acquire office space, furnishings, and other operational facilities.

Any disposal of such real property may be made only when it is deemed, by the General Assembly, that it is in the best interest of the Member Government. The acquisition and disposition of fixed assets shall be in the manner set forth in the respective municipal codes.

Article XII/Amendments:

These By-Laws may be amended, at regular or special meetings of the Armstrong Area COG, provided that a written notice of the proposed change is sent to each Designated Delegate, at least 30 days in advance, and provided that there is at least two-thirds majority Vote of approval for the amendment(s) of all member governments.