

BY LAWS

QUAKER VALLEY COUNCIL OF GOVERNMENTS **Revised 3-11-13** **PREAMBLE**

We, the duly elected representatives of the Boroughs of Avalon, Bell Acres, Bellevue, Ben Avon, Edgeworth, Emsworth, Glen Osborne, Glenfield, Haysville, Leetsdale, and Sewickley and the Townships of Aleppo, Kilbuck, Leet hereby join together in a voluntary organization to be known as the QUAKER VALLEY COUNCIL OF GOVERNMENTS.

The purpose of the Quaker Valley Council of governments shall be to meet at regular intervals to discuss and study items of mutual concern and interest, and to develop policy and action recommendations for ratification and implementation by the separate member local governments.

This voluntary association is designed in achieve closer cooperation since it represents an organization in which members seek, by mutual agreement, to solve mutual problems for mutual benefit.

ARTICLE 1

PURPOSE

The QUAKER VALLEY COUNCIL OF GOVERNMENTS shall be a voluntary organization of local governments to foster a cooperative effort to study and resolve problems, determine policies and formulate plans that are common and regional.

To serve this purpose, the organization will:

- A. FORUM: Serve as mutual forum to discuss, study, identify and bring into focus regional problems and needs.
- B. INFORMATION CENTER: Service as a vehicle for the collection and exchange of information of regional concern and interest.
- C. POLICY AND PRIORITY SETTING: Foster, develop and present policies, plans and priorities for regional growth, development and conversation and promote adoption of same.
- D. REGIONAL SPOKESPERSON: Maintain liaison between members, governmental units and groups or organizations and to serve as regional spokesperson for local governments on mutually agreed upon issues as appropriate.

- E. REGIONAL REVIEW: Review and coordinate as appropriate federal, state and local programs of regional importance.
- F. SERVICE PROVIDER: Foster, develop, promote and provide selected services of regional interest and concern as requested by member municipalities.

ARTICLE II

MEMBERSHIP

- A. ELIGIBILITY: Each dues paying municipality of the Quaker Valley Council of Governments shall be granted full membership and entitled to one (1) vote on the Board of Directors.
- B. CONDITIONS: A local governing body, to obtain and retain membership in the Quaker Valley Council of Governments, shall.
 - 1) ratify By Laws by resolution, whereby the governing entity authorizes membership and participation in the Quaker Valley Council of Governments.
 - 2) comply with the requirements in the By laws concerning financial contributions of its members.
- C. DUES: All municipal members shall pay annual dues as set forth in a Resolution Adopted by the Quaker Valley Council of Governments Board.
- D. REPRESENTATION: One official representative and one alternate with only ONE VOTE per municipality will serve on the Board of Directors. The governing body of each member municipality shall appoint a DELEGATE, who is an elected official of the municipality and an ALTERNATE. Each year, each member government shall notify the Quaker Valley Council of Governments' Executive Director of the official representatives prior to the reorganization meeting of the Board.
- E. MEMBERSHIP AND WITHDRAWAL. An eligible government may become a member of the Quaker Valley Council of Governments when its local governing body adopts a resolution agreeing to become a member. Withdrawal from membership shall be affected by a request in writing for withdrawal from the local governing body.
- F. ASSOCIATE MEMBERSHIP: Any municipality (outside the Quaker Valley Council of Governments area), firm, corporation, non-profit organization, or Authority is eligible for Associate Membership in the Quaker Valley Council Governments.

- G. CONDITIONS: To obtain and retain associate membership in the Quaker Valley Council of Governments, the member shall:
- 1) submit a resolution or letter requesting membership to the Quaker Valley Council of Governments for Board consideration.
 - 2) pay annual dues as set forth in a Resolution adopted by the Quaker Valley Council of Governments Board.
 - 3) abide by all agreements as set forth by the Quaker Valley Council of Governments' Board. All stipulations must be adhered to as set forth in said agreements.
 - 4) associate members shall have the right to sit on committees and to participate in all discussions; associate members shall have the right to attend all monthly Board meetings and to participate in all discussions but be without the right to vote or otherwise exercise such privileges as the membership shall deem to be the privilege of full membership.
 - 5) notify the Quaker Valley Council of Governments by written notification for withdrawal from the organization.

ARTICLE III

POLICY BODIES

The QUAKER VALLEY COUNCIL OF GOVERNMENTS shall have a policy-making body, the Board of Directors, whose membership shall consist of one (1) delegate from each municipality of the Quaker Valley Council of Governments.

A. BOARD OF DIRECTORS

- 1) The Board of Directors shall serve as the policy and decision making body of the Quaker Valley Council of Governments.
- 2) Quorum: A quorum of the Board of Directors shall consist of seven (7) voting members of the Board of Directors.
- 3) Voting: Official action of the Board of Directors shall be decided by the affirmative vote of the majority of the members present, provided there is a quorum present at the meeting.
- 4) Meetings: The Board of Directors shall meet monthly. The meeting location shall be rotated among the member municipalities. Special meetings of the Board of Directors shall be called by the President when-

ever deemed necessary, or upon written request signed by six (6) members of the Board of Directors.

- 5) Notice of Meetings: Notice of all meetings shall be advertised in accordance with Pennsylvania Senate Bill 303, Printer's Number 1810 otherwise known as the Pennsylvania Sunshine Law.
- 6) Responsibilities:
 - a. To adopt and amend the By Laws.
 - b. Adopt the annual budget and membership dues schedule.
 - c. To monitor and control fiscal activities and to provide for an annual certified audit.
 - d. To allow for other governmental agencies to participate in COG activities as deemed appropriate by the Board of Directors.
 - e. To seek and accept funding from all available sources.
 - f. To propose or initiate any program, study, policy discussion, plan or other COG policy and prepare an annual report.
 - g. To propose amendments to intergovernmental agreements for ratification of the members.
 - h. To render advice and technical assistance on request of member governments in regard to local governmental problems.
 - i. To delegate authority to seek and accept funds from public and private sources to carry out the purposes set forth in the By Laws.
 - j. To set and resolve criteria for membership in accordance with the By Laws.
 - k. To enforce, by vote, compliance with the By Laws as set forth herein.
- 7) Officers: The officers of the Board of Directors shall be the President and Vice President. Both must be members of the Board of Directors. The Board shall also elect a Secretary and Treasurer. All officers shall be elected at the January meeting of the Board each year. All terms shall be one-year appointments.

ARTICLE IV

DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Board of Directors. The President shall appoint Committees, standing and special, which the Board of Directors shall from time to time deem necessary to carry on the work of the Council of Governments, decide all questions of order, and have all powers to perform such other duties as are incumbent upon his office.

ARTICLE V

DUTIES OF THE VICE PRESIDENT

The Vice President shall perform the duties and have all the powers of the President in the absence of the President from the meeting or the inability of the President to perform duties. If the office of President becomes vacant, the Vice President shall become President for the unexpired term.

ARTICLE VI

DUTIES OF THE SECRETARY

The Secretary shall maintain the official records of the Quaker Valley Council of Governments and provide official minutes to the Board of Directors for each meeting.

ARTICLE VII

DUTIES OF THE TREASURER

The Treasurer shall maintain all fiscal records of the Quaker Valley Council of Governments and provide statements to the Board of Directors at each meeting.

ARTICLE VIII

POWERS DENIED TO THE BOARD OF DIRECTORS

No action by the Board of Directors of the said Council of Governments which creates a legal obligation, whether it be contractual, financial or otherwise upon a member municipality shall be binding upon the member municipality affected unless and until its local legislative body ordains, resolves and enacts the action recommended by the Board of Directors according to the procedure set forth in the Pennsylvania Borough and Township Code and the Law of the Commonwealth of Pennsylvania.

ARTICLE IX

AMENDMENTS

Amendments to the By Laws may be recommended from time to time by a majority vote of the Board of Directors, provided that a written notice shall have been sent to each member government at least thirty (30) days prior to the date of the proposed By Law change. The notice shall state the amendment or changes proposed to the said By Laws. Unless written notice of objection is submitted to the Quaker Valley Council of Governments within thirty (30) days of receipt, member municipalities automatically ratify proposed amendments.