

Quaker Valley Council of Governments
Proposed By-Laws Changes
January 31, 2018

Discussion Draft 1

Summary of Contents

| | | |
|-------|---|----|
| I. | Revocation of Former Documents | 3 |
| II. | COG Activity | 3 |
| III. | Membership | 3 |
| A. | Types of Membership | 3 |
| 1. | Full Members | 3 |
| 2. | Associate Members..... | 4 |
| B. | Application For Membership..... | 5 |
| C. | Relinquishing Membership | 6 |
| IV. | Delegates..... | 6 |
| B. | Alternate Delegates | 6 |
| C. | Surrogate..... | 7 |
| V. | Officers | 7 |
| C. | Roles | 7 |
| 1. | President..... | 7 |
| 2. | Vice President..... | 8 |
| 3. | Treasurer | 8 |
| D. | Selection | 8 |
| E. | Removal..... | 8 |
| F. | Replacement of Officers..... | 9 |
| VI. | Executive Director | 9 |
| C. | Hiring of the Executive Director | 9 |
| F. | Termination of the Executive Director | 9 |
| VII. | Staff..... | 10 |
| VIII. | Committees | 10 |
| B. | Supervisory Committee | 10 |
| C. | Other Committees..... | 11 |
| IX. | Meetings..... | 11 |
| D. | Board Action..... | 12 |
| 1. | Quorum | 12 |
| E. | Minutes..... | 13 |
| F. | Executive Session..... | 13 |
| G. | Special Meetings | 13 |
| X. | Budget | 14 |
| XI. | Finance..... | 14 |
| XII. | Audit..... | 14 |
| XIII. | Conflict Resolution | 14 |
| XIV. | Amending Bylaws..... | 16 |

I. Revocation of Former Documents

- A. All former Bylaws are revoked.
- B. Specifically, the Bylaw documents dated March 11, 2013 are revoked.

II. COG Activity

- A. The Quaker Valley Council of Governments ("QVCOG") may engage in any business authorized by the Intergovernmental Cooperation Act of the Commonwealth of Pennsylvania.
- B. Neither the QVCOG nor its Board of Directors may bind its member municipalities without further ordinance authorizing such action.

III. Membership

A. Types of Membership

1. Full Members

- a) Any municipality in Pennsylvania is eligible to apply for Full Membership to the QVCOG.
- b) Municipalities applying for Full Membership in the QVCOG must be approved by a 2/3 majority of the QVCOG Board of Directors.
- c) Responsibilities of Full Members
 - (1) Full Members are responsible to:
 - (a) Pay their dues
 - (b) Name a delegate
 - (c) Name an alternate delegate
- d) Dues
 - (1) Dues for Full Members will be set by Resolution of the QVCOG Board of Directors by September 30 of the preceding year.
 - (2) Municipalities who join mid-way through the year will be eligible for a pro-rata reduction in their dues.

(3) Failure to Pay Dues

(a) Any Full Member who has not paid its dues by March 31:

(i) will be ineligible to vote in Board of Directors meetings until the dues have been paid;

(ii) is ineligible to participate in any COG programs.

(b) Any Full Member who has not paid its dues by September 1 will have relinquished its membership and must reapply for membership to be reinstated.

2. Associate Members

a) Any institution is eligible to apply for Associate Membership to the QVCOG which includes--without limitation a:

(1) firm;

(2) corporation;

(3) non-profit organization;

(4) political subdivision, including--without limitation:

(a) authority,

(b) school district,

(c) police department,

(d) fire department.

b) Institutions applying for Associate Membership in the QVCOG must be approved by a simple majority of the QVCOG Board of Directors.

c) Benefits of Associate Membership

(1) Associate Members may participate in the following QVCOG activities through a single individual representative:

(a) QVCOG meetings;

- (b) QVCOG committees (except the Supervisory Committee);
 - (c) Community forums.
 - (2) Associate Members do not have the right to:
 - (a) vote in decisions made by the Board of Directors;
 - (b) participate in Executive Sessions of the QVCOG Board of Directors;
 - (c) hold office;
 - (d) serve on the Supervisory Committee.
- d) Dues
 - (1) Dues for Associate Members will be set by Resolution of the QVCOG Board of Directors by September 30 of the preceding year.
 - (2) Institutions who join mid-way through the year will be eligible for a pro-rata reduction in their dues.
 - (3) Failure to Pay Dues
 - (a) Any Associate Member who has not paid its dues by September 1 will have relinquished its membership and must reapply for membership to be reinstated.

B. Application For Membership

1. Any institution applying for Full or Associate Membership must do so by:
 - a) submitting a letter of interest to the Executive Director or
 - b) completing a form provided by the QVCOG.
2. Applicants for Full or Associate Membership may be requested to provide additional information at the discretion of the Board of Directors.
3. Any Full Member who has been approved by the Board of Directors will pass a municipal resolution as provided by the QVCOG joining the QVCOG.

C. Relinquishing Membership

1. Prior to leaving the QVCOG, all Full Members will initiate and execute the process of the Conflict Resolution Policy, incorporated by reference into these Bylaws.
2. Following the conclusion of the Conflict Resolution process, if a Full Member still wishes to withdraw from the QVCOG, it will pass a municipal resolution reflecting its decision.
3. After a Full Member has passed a municipal resolution reflecting its decision to withdraw from the COG, it will provide written notice of the resolution (the "Notice of Intent to Withdraw") to the QVCOG Executive Director.
4. If the Notice of Intent to Withdraw is provided before June 30, the Full Member's membership will be terminated at the end of the calendar year.
5. If Notice of Intent to Withdraw is provided on or after July 1, the Full Member's membership will be terminated June 30 of the subsequent year and the Full Member will remain responsible for that portion of its dues.

IV. Delegates

A. Each Full Member will appoint an elected official to serve as Delegate to the QVCOG.

B. Alternate Delegates

1. Each Full Member will also appoint an elected official to serve as Alternate Delegate when the Delegate is unable to attend.
2. Alternate Delegates will have all of the rights and responsibilities as the Delegate including--without limitation:
 - a) voting
 - b) serving on committees (except the Supervisory Committee)
3. An Alternate Delegate may not:
 - a) serve as an officer or
 - b) serve on the Supervisory Committee.

C. Surrogate

1. On annual approval by a vote of a simple majority of the QVCOG Board of Directors, a Full Member may appoint a municipal employee to serve as a Surrogate when the Delegate or Alternate Delegate is unable or unwilling to attend.
2. Surrogates will have all of the rights and responsibilities--including voting--as the Delegate.
 - a) Serving on a committee, including the Supervisory Committee or
 - b) serving as an officer

D. The Executive Director will maintain a list of the individuals identified as Delegates, Alternate Delegates, and Surrogates (the "Roster").

E. A Full Member who is not represented by a Delegate, Alternate Delegate, or Surrogate at three consecutive Regular Meetings will be asked by the President of the QVCOG Board of Directors to appoint a new Delegate or Surrogate.

V. Officers

A. The QVCOG Board of Directors will elect the following officers from within the Board of Directors:

1. President,
2. Vice President, and
3. Treasurer.

B. There will be no term limits for officers.

C. Roles

1. President
 - a) The President of the QVCOG Board of Directors will:
 - (1) approve the agenda for meetings of the Board of Directors;
 - (2) preside over the meetings of the Board of Directors; and
 - (3) sign checks.

2. Vice President
 - a) If the President is unwilling or unable to perform his or her duties, the Vice President will serve as Acting President.
 - b) The Vice President will sign checks.

3. Treasurer
 - a) The Treasurer of the QVCOG Board of Directors will:
 - (1) sign checks; and
 - (2) provide oversight over financial reports and audits.

D. Selection

1. Officers of the QVCOG Board of Directors will be selected annually for a term of one year at its first meeting of the year as its first action item.
2. The Executive Director will preside over the meeting until the newly selected President has been selected.
3. Once the President has been selected, he or she will assume control over the meeting and conduct selection of all other officers.
4. For selection of each officer:
 - a) nominations for officers will come from the other Directors;
 - b) nominations for officers require a second;
 - c) the officers will be selected from the nominated candidates by secret ballot.
 - (1) To be selected as an officer, a nominated candidate must receive more votes than any other candidate.
 - (2) In the event of a tie:
 - (a) the delegates will caucus and vote again by secret ballot.
 - (b) If the second vote still results in a tie, the President will be selected by pulling lots.

E. Removal

1. All officers can be removed by a 2/3 majority vote of the Full Members.

2. If any delegate makes a motion for a vote of removal of an officer, the President must immediately ask for a second and--if seconded--call for discussion and conduct a vote.

F. Replacement of Officers

1. If a vacancy of a officer is created by removal, death, or incapacity during a term:
 - a) If the vacancy is created in the role of the President, the Vice President will serve out the term;
 - b) If the vacancy is created in the role of the Vice-President or Treasurer, the President will appoint another delegate to fill the role for the remainder of the term.

VI. Executive Director

A. The QVCOG will employ an Executive Director.

B. The duties and terms of employment of the Executive Director will be determined by the Board of Directors in a written job description.

C. Hiring of the Executive Director

1. When the position of Executive Director is vacant, the Board of Directors will form an ad hoc Search Committee.

2. The Search Committee will:

- a) review the written job description and--if necessary--propose revisions to the Board of Directors for approval;
- b) solicit applications;
- c) screen applicants;
- d) conduct interviews;
- e) recommend a candidate to the Board of Directors.

D. The Executive Director will be hired by a simple majority of the Board of Directors.

E. The Executive Director will be an at will position and will serve at the pleasure of the Board of Directors.

F. Termination of the Executive Director

1. The Executive Director may be terminated by a simple majority of the

Full Members.

VII. Staff

- A. All staff positions other than the Executive Director will be hired and fired by the Executive Director.
- B. The Executive Director will have full authority of all aspects of all QVCOG staffing.

VIII. Committees

A. Generally

- 1. All committees are committees of the Board of Directors and serve at the pleasure of the Board of Directors.
- 2. Committees are established to:
 - a) ease the burden on the Board of Directors and the Executive Director and remove the requirement to oversee specific tasks;
 - b) Committees will make recommendations to the Board of Directors.
- 3. Committees may take no action on behalf of the Board of Directors.

B. Supervisory Committee

- 1. A standing Supervisory Committee will always be in existence.
- 2. Composition
 - a) The Supervisory Committee will be comprised of:
 - (1) The Officers of the QVCOG Board of Directors plus
 - (2) Two other delegates.
 - (a) The two other delegates will be selected at the first meeting of the year or by appointment by the President.
 - (b) The two other delegates will be chosen by asking for volunteers.
 - (c) If there are not enough volunteers, the President will appoint them.

3. Responsibilities

a) The Supervisory Committee will be responsible for:

(1) Administration and Finance, including:

(a) budget

(b) financial audit

(c) compliance audits

(2) Personnel, including:

(a) annual reviews of staff

(b) compensation

(3) Legal

(4) Bylaws

C. Other Committees

1. Committees and subcommittees will be established and dissolved by motion of the Board of Directors as the need arises.

2. Committees may be comprised of:

a) Full Members';

(1) Delegates,

(2) Alternate Delegates; or

(3) Surrogates, or

b) Associate Members' representatives; or

c) Individuals as appointed by the Board of Directors.

IX. Meetings

A. The Board of Directors of the QVCOG will be scheduled to conduct business at Regular Meetings once each calendar month, which will be duly advertised.

B. The Board of Directors of the QVCOG may convene to conduct business at Special Meetings as needed and called by any officer and duly advertised.

C. The QVCOG meetings will follow the order prescribed in Robert's Rules.

D. Board Action

1. Quorum

- a) A Quorum is defined as the number of Delegates, Alternate Delegates, or Surrogates ("Voter") in physical attendance that is greater than 50% of the Full Members.
- b) No delegate may appear by telephone or electronic communication to contribute to the Quorum.
- c) The Board of Directors will not hold a vote or take action without the presence of a Quorum.
- d) The Board of Directors may hold meetings without a Quorum present, but may not take action.

2. Decisions of the Board are made by Resolution.

- a) Resolutions will be made by motion.
 - (1) Motions that come from Delegates require a second.
 - (2) Motions that come from a Committee do not require a second.
- b) A Quorum must be present at the time each vote is taken.
- c) Resolutions must be approved by a simple majority of the Quorum.
- d) A Voter may not cast a vote by telephone or electronic communication.
- e) Abstentions
 - (1) A Voter must abstain from casting a vote when that Voter has a conflict of interests, as that term is defined by the Pennsylvania Ethics Act.
 - (2) In the event that a Voter is abstaining from casting a vote based on a conflict of interests, the basis of that conflict will be stated on the record and recorded.
 - (3) The vote of a Voter who abstains from casting a vote in the absence of a conflict of interests will be recorded as a "no".
- f) Resolutions will be recorded in a Resolution Log, which will be maintained by the Executive Director and publicly posted on

the COG website.

E. Minutes

1. Minutes will be taken for all Regular and Special Meetings of the Board of Directors.
2. Minutes will be approved by a simple majority of the Quorum at the next Regular Meeting of the Board of Directors.
3. Minutes will be made available to the public following their approval of the Board of Directors.
4. Minutes must reflect when an Executive Session was called and the basis for that Executive Session.
5. Minutes will not be taken for Committee Meetings.

F. Executive Session

1. The QVCOG considers itself a public entity and will follow the provisions of the Pennsylvania Sunshine Act concerning public meetings and executive session.
2. For purposes of executive session, information discussed in executive session is confidential to the QVCOG Delegates, Alternative Delegates, and Surrogates, individually.
 - a) QVCOG Delegates, Alternative Delegates, and Surrogates, will hold information discussed during executive session confidential and will refrain from sharing information discussed in executive session with other elected officials, employees, or residents of member municipalities.

G. Special Meetings

1. Special Meetings will be called by:
 - a) the QVCOG President or
 - b) upon written request of any five Voters of the Board of Directors, submitted to the Executive Director.
2. When called or requested:
 - a) special meetings will be duly advertised;
 - b) the Executive Director will notify all individuals on the Roster of the special meeting.

X. Budget

- A. The Executive Director will submit a proposed budget to the Board of Directors by August 31 of the year preceding the budget year.
- B. The budget will be approved by a resolution approved by simple majority of the Quorum.
- C. If the Board of Directors has failed to adopt a budget resolution by October 31 of the year preceding the budget year, the Supervisory Committee will be given the responsibility and authority to adopt a budget.

XI. Finance

- A. Spending Within and Approved Budgeted Amounts
 - 1. The Supervisory Committee will have authority to authorize payment of bills within previously adopted budget categories and allocations.
 - 2. However, any expenditure beyond budgeted amounts must be approved by a simple majority of the Board of Directors.
- B. The Board of Directors will approve monthly financial statements in the first business meeting following the month reported.
- C. At all times, the Board of Directors will ensure cash on hand equal to or greater than the 6 months from the prior budget year with the highest expenditures from the General Fund.

XII. Audit

- A. An audit will be conducted by a Certified Public Accountant within 12 months of the end of the fiscal year.
- B. The audit will reviewed and accepted by a simple majority of the COG Board of Directors within 60 days of its receipt.
- C. Following acceptance of the Board of Directors, the audit will be made available for public review.

XIII. Conflict Resolution

- A. The members of the Quaker Valley COG agree that a structured approach to conflict resolution is required to to ensure fulfillment of the COG's mission.
- B. The members of the Quaker Valley COG, therefore, agree to adopt and implement a policy of conflict resolution, which will be initiated and executed when a Full Member of the COG feels aggrieved by the COG.
- C. Any issue that arises between a COG Full Member and the COG that risks a

deterioration of the relationship (a "Significant Issue"), will be addressed in conformity with the following process,

1. The goal is to resolve issues at the earliest stage possible.
2. Provided there is mutual agreement, any step in the process can be waived or altered.

D. A Significant Issue may be raised by:

1. Delegates, Alternate Delegates, or Surrogates,
2. the presiding officer of the governing board of a Full Member,
3. Managers and Secretaries,
4. the Executive Director of the COG.

E. Conflict Resolution Process

1. Short Version

- a) Notice of a problem
- b) Response to that notice
- c) Meeting between parties
- d) Either
 - (1) Resolution
 - (2) Not

2. Notice of a Significant Issue must be:

- a) in writing and
- b) described with sufficient specificity to enable all parties to understand the nature of the issue, including articulation of the desired outcome.

3. Recipient of Notice of Significant Issue

- a) If the notice originates from the Executive Director, it will be provided to the President of the Board of Directors.
- b) Otherwise, the notice will be provided to the Executive Director, who will provide a copy to the President of the Board of Directors.

4. Response To Notice of Significant Issue
 - a) Upon receipt of a Notice of Significant Issue, the Executive Director or President of the Board of Directors will:
 - (1) call a meeting of the Supervisory Committee within 14 days of the receipt of the Notice of Significant Issue and
 - (2) respond in writing within 7 days after the meeting of the Supervisory Committee--this response will include:
 - (a) acknowledgement of receipt of the Notice of Significant Issue and
 - (b) proposed date for a Conflict Resolution Meeting within 30 days.

5. Conflict Resolution Meeting

- a) The goal of a Conflict Resolution Meeting is to arrive at a Recommended Resolution to the conflict set forth in the Notice of Significant Issue, which both parties agree to accept as an outcome.
- b) If the Recommended Resolution requires approval by the governing board of either the COG or the Full Member, it will be presented for a vote before becoming effective.
- c) If a Recommended Resolution is reached, a written memorandum outlining the points of the Recommended Resolution will be prepared and signed by the participants.

XIV. Amending Bylaws

A. Amendment of these Bylaws may be initiated by a motion of any Full Member of the Board of Directors.

1. The Motion for Review of a bylaw must:
 - a) be in writing;
 - b) state with specificity the portion of the bylaws proposed to be amended;
 - c) include a proposed amendment;
 - d) be approved by a simple majority of the Board of Directors.
2. Once a Motion for Review is approved, an ad hoc Bylaws Committee will form.

- a) The Bylaws Committee will:
 - (1) review the written Motion for Review
 - (2) provide a Recommendation to the Board of Directors--the Recommendation:
 - (a) must be made within 45 days;
 - (b) may be for no action;
 - (c) may be different than the proposed amendment submitted in the Motion for Review.
- 3. At the first business meeting following the Recommendation from the Bylaws Committee, a vote will be taken on that Recommendation.
 - a) If a simple majority of the Board of Directors approves of the Recommendation, it will be sent to the member municipalities for a 35 day Comment Period.
 - b) At the first business meeting following the expiration of the Comment Period, the Board of Directors will vote on the Recommendation.
 - (1) If 2/3 majority of the QVCOG Board of Directors approve the Recommendation, the amendment passes.
 - (2) If the Recommendation does not receive 2/3 majority approval, the amendment fails.