

**ALLE-KISKI INTERGOVERNMENTAL COUNCIL
BYLAWS**

Article I / Name of Organization

The name of the organization shall be the Alle-Kiski Intergovernmental Council, hereinafter referred to as the Alle-Kiski Intergovernmental Council.

Article II / Purpose of Organization

The Alle-Kiski Intergovernmental Council shall exist as an intergovernmental organization under the authority of the Pennsylvania Intergovernmental Cooperation Law (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 Alle-Kiski Intergovernmental Council 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 programs and projects assigned to the Alle-Kiski Intergovernmental Council as agreed to by its member governments.

The Alle-Kiski Intergovernmental Council shall function under the direction and control of its member governments in accordance with these bylaws.

Article III / Membership

A. Admission

The initial members of the Alle-Kiski Intergovernmental Council shall be those governments that adopt the municipal adoption resolution accompanying these bylaws.

The initial and future members of the Alle-Kiski Intergovernmental Council 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 Alle-Kiski Intergovernmental Council through the enactment of a resolution by its governing body agreeing to these bylaws, together with the payment of the first year dues amount established by the Alle-Kiski Intergovernmental Council budget for the year of application. Admission shall be subject to approval by the member governments of the Alle-Kiski Intergovernmental Council through the voting process specified in these bylaws.

B. Continuation of Membership

A member government shall remain a member of the Alle-Kiski Intergovernmental Council for a period of not less than one (1) year and shall remain a member until such time as the member government shall repeal the resolution establishing its membership and also shall provide notice

in writing to the remaining member governments of the Alle-Kiski Intergovernmental Council of the termination. Withdrawal by a member government from the Alle-Kiski Intergovernmental Council shall in no way serve to void or lessen any legal or financial obligation incurred by the member government while a member of the Alle-Kiski Intergovernmental Council.

C. Duration of the Alle-Kiski Intergovernmental Council

The Alle-Kiski Intergovernmental Council shall exist as long as two (2) or more member governments retain their membership in the Alle-Kiski Intergovernmental Council and carry on activities consistent with these bylaws.

Article IV / Intergovernmental Council Assembly, Designated Delegates, and Voting Rights

A. Intergovernmental Council Assembly

The policy deliberation and policy-making body of the Alle-Kiski Intergovernmental Council shall be the Intergovernmental Council Assembly. The Intergovernmental Council shall consist of member governments acting through their delegates and alternate delegates appointed by the governing bodies of the member governments. All elected officials or others representing the member governments may participate at Intergovernmental Council Assembly meetings. Votes shall be cast by the designated delegates or alternates at Intergovernmental Council Assembly meetings.

B. 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 additional elected or appointed officials to be alternate delegates, in priority order.

Each member government shall notify the Alle-Kiski Intergovernmental Council Secretary in writing by November 1st of each year of the names of its designated delegate and, in priority order, the alternate delegates 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.

C. Voting Rights

Each member government shall hold one (1) vote in the Alle-Kiski Intergovernmental Council.

Article V / Quorum, Conduct of Meetings, and Voting

A. Quorum

A quorum of the Intergovernmental Council shall exist at an Intergovernmental Council meeting when a minimum of 40 percent (40%) of the member governments are represented at a meeting of the Intergovernmental Council by the member government's designated delegate or alternate delegate, for all meetings and business of the Alle-Kiski Intergovernmental Council.

In the event a quorum is not present at an Intergovernmental Council 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 Intergovernmental Council and shall rule on all points of order. In the absence of the Chairperson, the Vice-Chairperson shall preside over meetings. In the absence of both the Chairperson and Vice-Chairperson, member governments shall appoint a Chairperson Pro Tem, among present delegates and alternate delegates by majority vote to temporarily preside over meetings.

The Alle-Kiski Intergovernmental Council 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 Intergovernmental Council Assembly. Ordinary business includes procedural considerations of the Intergovernmental Council 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 Intergovernmental Council meetings, reading and approval of minutes, meeting adjournment, and non-binding actions and discussions of the Alle-Kiski Intergovernmental Council. Regarding any policy not considered ordinary business, the formal vote shall be utilized.

C. Voting

Voting shall be required on all questions before the Alle-Kiski Intergovernmental Council that are financial or legal in nature. These matters include, but are not limited to:

- a. Adoption of an annual administrative budget for the Alle-Kiski Intergovernmental Council.
- b. Amendments to these bylaws.
- c. Admittance of additional member governments to the Alle-Kiski Intergovernmental Council.
- d. Recommendations to undertake programs under sponsorship of the Alle-Kiski Intergovernmental Council.
- e. Application for financial support of Alle-Kiski Intergovernmental Council activities through public or private agencies.
- f. Recommendation of adoption of intergovernmental agreements among the member governments through the Alle-Kiski Intergovernmental Council.
- g. Recommendation of the hiring of staff; entering into contracts for policies of group insurance and employee benefits for its employees; entering into other contracts; or acquiring property and assets in support of the Alle-Kiski Intergovernmental Council 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 Alle-Kiski Intergovernmental Council 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 Intergovernmental Council Assembly.

No action requiring expenditures of money not previously authorized by member governments as part of the member governments approval of the Intergovernmental Council 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 action of its governing body.

A designated 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 at a meeting of the Intergovernmental Council.

A simple majority affirmative vote of the voting designated 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 shall require a two-thirds (2/3) 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 Alle-Kiski Intergovernmental Council at meetings of the Intergovernmental Council Assembly or meetings of the Executive Committee.

Article VI / Meetings of the Intergovernmental Council

The Intergovernmental Council shall hold an annual organizational meeting between January 1 and February 30 of each calendar year. At the organizational meeting, the officers shall be elected from within and by the voting delegates or alternate delegates.

The Intergovernmental Council shall meet not less than four (4) times each year, including the annual organizational meeting. Meeting dates and location(s) shall be scheduled by the Executive Committee at least five (5) days in advance and arranged to not conflict with the established calendars of the member governments. The location of the meetings of the Intergovernmental Council may rotate among the member governments or be held at other publically accessible locations. A proposed agenda and schedule of votes shall be provided to the designated delegates and alternates delegates not less than five (5) days in advance of a meeting of the Intergovernmental Council Assembly.

All meetings of the Intergovernmental Council shall be open to the public and shall provide an opportunity for public comment. Notice of the date, time, and place of these meetings shall be made in a local newspaper of general circulation. The Pennsylvania Sunshine Law and other applicable laws shall apply to the Alle-Kiski Intergovernmental Council.

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 five-day notification requirement has been met and the meeting has been properly advertised.

In the event that an Intergovernmental Council Meeting should need to be cancelled for any reason, the Executive Committee shall vote on the cancellation and notify designated delegates and alternate delegates within 24 hours of the predetermined meeting.

Meetings of the Intergovernmental Council may be conducted using telecommunication technologies.

Article VII / Finances

The annual budget, allocations, and auditing for the Intergovernmental Council shall commence when the Alle-Kiski Intergovernmental Council no longer receives administrative support from Westmoreland County through its Department of Planning and Development and or when the Intergovernmental Council is self-sustaining with adequate dues structures.

While an agreement with Westmoreland County remains in effect, Westmoreland County, through its Department of Planning and Development, shall have the responsibility of fiscal agent. A full accounting of expenses shall be provided to the Alle-Kiski Intergovernmental Council at the request of its member governments.

A. Accounting and Control

Administrative cost allocations and dues structures and amounts shall be annually budgeted, appropriated, and expended in accordance with approved budgets, the policies of the Intergovernmental Council, and these bylaws.

The Intergovernmental Council shall cause to have prepared an annual financial audit to be conducted by a certified, independent accounting firm when the annual Alle-Kiski Intergovernmental Council budget exceeds \$15,000. Until that time, an annual audit shall be performed by a committee made up of financial representatives from a 40 percent (40%) quorum of the member governments. The results will be presented to the member governments and will be made available to the public upon request to the Intergovernmental Council or any member government.

B. Budget and Allocation of Costs

The fiscal year for the Alle-Kiski Intergovernmental Council shall be January 1 to December 31.

The Intergovernmental Council shall adopt by vote, an annual budget for Alle-Kiski Intergovernmental Council administrative expenses. The annual budget for Alle-Kiski Intergovernmental Council administrative expenses and the proposed allocation of costs among member governments through dues, for the next fiscal year, shall be adopted by December 31 of the prior year.

The Intergovernmental Council shall by vote, adopt procedures for the allocation of any Alle-Kiski Intergovernmental Council program costs or miscellaneous administrative fees and costs to the member governments that agree to participate in specific Alle-Kiski Intergovernmental Council programs.

Article VIII / Officers and Executive Committee

A. Officers

The officers of the Alle-Kiski Intergovernmental Council shall consist of a Chairperson, Vice-Chairperson, and Secretary/Treasurer.

Officers shall be elected at the annual organizational meeting of the Intergovernmental Council from among the delegates or alternate delegates in attendance at the meeting. Prior member government approval of the vote is not required.

Terms of office shall be for a period of one (1) year, from annual organizational meeting to annual organizational meeting. There shall be no limit to the number of consecutive terms an individual may serve as an officer.

Except in the case of Secretary/Treasurer, an officer shall hold only one (1) office at any one time. The combined office of Secretary/Treasurer may be held by one (1) person at the same time, or the offices may be separated and held independently by two (2) individuals. 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 Intergovernmental Council 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 Intergovernmental Council 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 (1) individual may hold the office of both Secretary and Treasurer, or the positions may be separated, and one (1) individual may hold the position of Secretary and one (1) additional individual may hold the position of 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 Intergovernmental Council Assembly. The Secretary shall sign and execute documents as approved by the Alle-Kiski Intergovernmental Council.

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 Intergovernmental Council and Executive Committee and ensure that all necessary correspondence is maintained. The Secretary shall give notice of all meetings of the Intergovernmental Council and the Executive Committee. Public notice of the Intergovernmental Council 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 Alle-Kiski Intergovernmental Council 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 Alle-Kiski Intergovernmental Council. 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 Intergovernmental Council Assembly. All accounts shall be created and administered as per the direction of the Intergovernmental Council Assembly.

The Treasurer shall draw properly approved vouchers for the disbursement of all funds of the Alle-Kiski Intergovernmental Council. All checks must be signed by at least two (2) of the following three (3) officers: Chairperson, Vice-Chairperson, Secretary/Treasurer. The Treasurer is responsible for the preparation of at least four (4) financial reports for presentation at meetings of the Intergovernmental Council and Executive Committee.

B. Executive Committee

The officers shall comprise the Executive Committee.

The Executive Committee shall meet at the discretion of the Chairperson, or upon the request of two (2) or more members of the Executive Committee, and be responsible for establishing the date and agenda of the regular meetings of the Intergovernmental Council and for making appointments to standing and ad-hoc committees and subcommittees as determined by the Intergovernmental Council Assembly.

The Executive Committee shall not vote at an Executive Committee meeting, or independently, to adopt Alle-Kiski Intergovernmental Council policies. The Executive Committee may discuss issues, including proposed annual budgets and dues structures and amounts, that are to come before

the Intergovernmental Council in order to help prepare for meetings of the Intergovernmental Council Assembly, and to place motions for votes and other items on the agenda for consideration and discussion by the Intergovernmental Council Assembly.

The Executive Committee shall see that an agenda is provided to the member governments no less than five (5) days prior to a meeting of the Intergovernmental Council Assembly.

Actions of the Executive Committee shall be decided by the affirmative vote or consensus of a majority of the Executive Committee members.

Meetings of the Executive Committee may be conducted using telecommunication technologies.

Article IX / Powers and Duties

All powers and duties of the Alle-Kiski Intergovernmental Council shall be vested in the Intergovernmental Council Assembly, the officers, and the Executive Committee of the Alle-Kiski Intergovernmental Council as provided in these bylaws.

The member governments through the Intergovernmental Council 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 Alle-Kiski Intergovernmental Council or adopt Alle-Kiski Intergovernmental Council programs or policies except as authorized by official action of the individual member governments.

The Alle-Kiski Intergovernmental Council may enter into agreements and contracts with individuals or public and private corporations and organizations for the administration and performance of any and all Alle-Kiski Intergovernmental Council functions as approved by the Intergovernmental Council and member governments.

Article X / Additional Powers Denied and Granted to the Intergovernmental Council

No action by the Alle-Kiski Intergovernmental Council 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 Intergovernmental Council according to the procedures set forth in its respective municipality codes, charter, and the laws of the Commonwealth of Pennsylvania. If an Alle-Kiski Intergovernmental Council 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 Alle-Kiski Intergovernmental Council.

Article XI / Acquisition and Disposition of Property

The Alle-Kiski Intergovernmental Council 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 Intergovernmental Council 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 Alle-Kiski Intergovernmental Council.

Article XII / Amendments

These bylaws may be amended at a regular or special meeting of the Alle-Kiski Intergovernmental Council, provided that a written notice of the proposed change is sent to each designated delegate and alternate delegate at least five (5) days in advance, and provided that there is at least a two-thirds (2/3) majority vote of approval for the amendment(s).