

DRAFT

ALLE-KISKI INTERGOVERNMENTAL COUNCIL

BYLAWS

(Pro Forma 5-19-2020)

Article I / Name of Organization

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

Article II / Purpose of Organization

The **Alle-Kiski IGC** shall exist as an intergovernmental organization under authority of the Pennsylvania Intergovernmental Cooperation Law, found at 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 IGC** 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 projects and programs assigned to the **Alle-Kiski IGC** as agreed to by its Member Governments.

The **Alle-Kiski IGC** 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 IGC shall be those governments that adopt the “Municipal Adoption Resolution” accompanying these Bylaws.

The initial and future members of the **Alle-Kiski IGC** 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 IGC** 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 IGC** budget for the year of application. Admission shall be subject to the approval by the Member Governments of the **Alle-Kiski IGC** through the voting process specified in these Bylaws.

B. Continuation of Membership:

A Member Government shall remain a member of the **Alle-Kiski IGC** for a period of not less than one 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 IGC** of the termination. Withdrawal by a Member Government from the **Alle-Kiski IGC** 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 IGC**.

C. Duration of Alle-Kiski IGC:

The **Alle-Kiski IGC** shall exist as long as two or more Member Governments retain their membership in the **Alle-Kiski IGC** and carry on activities consistent with these Bylaws.

Article IV / IGC Assembly, Designated Delegates and Voting Rights

A. IGC Assembly:

The policy deliberation and policy-making body of the **Alle-Kiski IGC** shall be the IGC Assembly. The IGC 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 IGC Assembly meetings. Votes shall be cast by the Designated Delegates or Alternates at IGC Assembly meetings.

B. Voting Rights:

Each Member Government shall hold one (1) vote in the **Alle-Kiski IGC**.

C. 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 IGC** Secretary in writing by January 10 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.

Article V / Quorum, Conduct of Meetings, Voting

A. Quorum:

A quorum of the IGC shall exist at an IGC meeting when a minimum of 40 percent of the Member Governments are represented at a meeting of the IGC by the Member Government's Designated Delegate or Alternate Delegate, for all meetings and business of the **Alle-Kiski IGC**.

In the event a quorum is not present at a IGC 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 IGC and shall rule on all points of order.

The **Alle-Kiski IGC** 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 IGC Assembly. "Ordinary business" includes procedural considerations of the IGC 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 IGC meetings, reading and approval of minutes, meeting adjournment, and non-binding actions and discussions of the **Alle-Kiski IGC**. 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 **Alle-Kiski IGC** 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 IGC**.
- (b) Amendments to these Bylaws.
- (c) Admittance of additional Member Governments to the **Alle-Kiski IGC**.
- (d) Recommendations to undertake programs under sponsorship of the **Alle-Kiski IGC**.
- (d) Application for financial support of **Alle-Kiski IGC** activities through public or private

agencies.

(f) Recommendation of adoption of intergovernmental agreements among the Member Governments through the **Alle-Kiski IGC**.

(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 IGC** 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 IGC** 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 IGC Assembly.

No action requiring expenditures of money not previously authorized by Member Governments as part of the Member Governments approval of the IGC 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 IGC.

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 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 IGC** at meetings of the IGC Assembly or at meetings of the Executive Committee..

Article VI / Meetings of the IGC

The IGC 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 voting Delegates or Alternate Delegates.

The IGC shall meet not less than four times each year, including the annual organizational meeting. Meeting dates and location(s) shall be scheduled by the Executive Committee at least five days in advance and arranged to not conflict with the established calendars of the Member Governments. The location of the meetings of the IGC 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 days in advance of a meeting of the IGC Assembly.

All meetings of the IGC shall be open to the public and shall provide an opportunity for public comment. Notice of 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 IGC**.

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.

Meetings of the IGC may be conducted using telecommunication technologies.

Article VII / Finances

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 IGC and these Bylaws.

The IGC shall cause to have prepared an annual financial audit to be conducted by a certified, independent accounting firm when the annual **Alle-Kiski IGC** 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 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 IGC or any Member Government.

B. Budget and Allocation of Costs:

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

The IGC shall adopt by vote, an annual budget for **Alle-Kiski IGC** administrative expenses. The annual budget for **Alle-Kiski IGC** 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 IGC shall by vote, adopt procedures for the allocation of any **Alle-Kiski IGC** program costs or miscellaneous administrative fees and costs to the Member Governments that agree to participate in specific **Alle-Kiski IGC** programs.

Article VIII / Officers, Executive Committee

A. Officers:

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

Officers shall be elected at the annual organizational meeting of the IGC 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 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 office at any one time. The combined office of Secretary / Treasurer may be held by one person at the same time, or the offices may be separated and held independently by two 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 IGC 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 IGC 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 individual may hold the office of both Secretary and Treasurer, or the positions may be separated, and one individual may hold the position of Secretary and an 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 IGC Assembly. The Secretary shall sign and execute documents as approved by the **Alle-Kiski IGC**.

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

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

B. Executive Committee:

The Officers shall compose the Executive Committee.

The Executive Committee shall meet at the discretion of the Chairperson, or upon the request of two or more members of the Executive Committee, and be responsible for establishing the date and agenda of the regular meetings of the IGC and for making appointments to Standing and Ad-hoc Committees and Subcommittees as determined by the IGC Assembly.

The Executive Committee shall not vote at an Executive Committee meeting, or independently, to adopt **Alle-Kiski IGC** policies. The Executive Committee may discuss issues, including proposed

annual budgets and dues structures and amounts, that are to come before the IGC in order to help prepare for meetings of the IGC Assembly, and to place motions for votes and other items on the agenda for consideration and discussion by the IGC Assembly.

The Executive Committee shall see that an agenda is provided to the Member Governments no less than five days prior to a meeting of the IGC 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

A. Powers and Duties:

All powers and duties of the **Alle-Kiski IGC** shall be vested in the IGC Assembly, the Officers and the Executive Committee of the **Alle-Kiski IGC** as provided in these Bylaws.

The Member Governments through the IGC 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 IGC** or adopt **Alle-Kiski IGC** programs or policies except as authorized by official action of the individual Member Governments.

The **Alle-Kiski IGC** 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 IGC** functions as approved by the IGC and Member Governments.

Article X / Additional Powers Denied and Granted to The IGC

No action by the **Alle-Kiski IGC** 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 IGC according to the procedures set forth in its respective municipality codes, charter, and the Laws of the Commonwealth of Pennsylvania. If a **Alle-Kiski IGC** 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 IGC**.

Article XI / Acquisition and Disposition of Property

The **Alle-Kiski IGC** 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 IGC 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 IGC**.

Article XII / Amendments

These Bylaws may be amended at a regular or special meeting of the **Alle-Kiski IGC**, provided that a written notice of the proposed change is sent to each Designated Delegate and Alternate Delegate at least five days in advance, and provided that there is at least a two-thirds majority vote of approval for the amendment(s).

###

ADOPTION RESOLUTION
for
Alle-Kiski Intergovernmental Council

May 19, 2020

WHEREAS, the municipalities of the Alle-Kiski area of Westmoreland County are participating in the implementation of Reimagining Our Westmoreland through a facilitated process.

WHEREAS, a principal objective through that process is to seriously conduct intergovernmental activities with intergovernmental cooperation and the sharing of services.

WHEREAS, the municipalities of the Alle-Kiski area are committed to establishing an ongoing intergovernmental cooperation organization in order to achieve ongoing intergovernmental activities with cooperation and the sharing of services.

WHEREAS, the municipalities of the Alle-Kiski area of Westmoreland County intend to formally establish an intergovernmental cooperation council for the purpose of conducting joint consideration, planning and implementation of intergovernmental services.

WHEREAS, the Westmoreland County Board of Commissioners through the Department of Planning and Development has offered to assist the Intergovernmental Council with administrative support.

THEREFORE, (municipality) will collaborate with the other municipalities to establish the Alle-Kiski Intergovernmental Council, adopt the accompanying by-laws and dues structure, and actively participate in the Intergovernmental Council.

###

Alle-Kiski Intergovernmental Council Proforma Dues Structure

<u>Municipal Government</u>	<u>2010 Population</u>	<u>Percent Population</u>	<u>Amounts (Population)</u>	<u>Amounts (Flat)</u>	Total
Allegheny Township	8,164	14.47%	\$361.70	\$250.00	\$611.70
City of Arnold	5,157	9.14%	\$228.48	\$250.00	\$478.48
City of Lower Burrell	11,761	20.84%	\$521.06	\$250.00	\$771.06
City of New Kensington	13,116	23.24%	\$581.09	\$250.00	\$831.09
East Vandergrift Borough	674	1.19%	\$29.86	\$250.00	\$279.86
Hyde Park Borough	500	0.89%	\$22.15	\$250.00	\$272.15
Oklahoma Borough	809	1.43%	\$35.84	\$250.00	\$285.84
Upper Burrell Township	2,326	4.12%	\$103.05	\$250.00	\$353.05
Vandergrift Borough	5,205	9.22%	\$230.60	\$250.00	\$480.60
Washington Township	7,422	13.15%	\$328.83	\$250.00	\$578.83
West Leechburg Borough	1,294	2.29%	\$57.33	\$250.00	\$307.33
TOTALS	56,428	100.00%	\$2,500.00	\$2,750.00	\$5,250.00

\$2,500.00	\$2,750.00	\$5,250.00
Population	Flat	