

**BYLAWS  
OF THE  
CAMBRIA-SOMERSET  
COUNCIL OF GOVERNMENTS**

**ORIGINAL BYLAWS ADOPTED APRIL 25, 1975**

**REWRITTEN AND AGAIN ADOPTED SEPTEMBER 2, 1986  
AMENDED JUNE 5, 1990  
AMENDED MAY 5, 1998  
AMENDED JULY 7, 1998**

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**BYLAWS OF THE CAMBRIA-SOMERSET  
COUNCIL OF GOVERNMENTS**  
(AS AMENDED: June 5, 1990, May 5, 1998 and July 7, 1998)

**I. PREAMBLE**

We, the duly elected representatives of the Townships of Conemaugh (Cambria Co.), Conemaugh (Somerset Co.), Paint, Richland and Stonycreek and the Boroughs of Dale, Geistown, Lorain, Paint, Scalp Level and Windber hereby join together as Charter Members in a voluntary organization to be known as the Cambria-Somerset Council of Governments.

The purpose of the Cambria-Somerset Council of Governments shall be to meet at regular intervals to discuss and study items of mutual interest and concern, and to develop policy and action recommendations for ratification and implementation by the separate member local governments. Hereafter the term COG shall mean the Cambria-Somerset Council of Governments.

By joining together, we realize our individual and common governmental destinies rest with the interdependent actions of the local governments. This voluntary association which we have formed is designed to achieve closer cooperation since it represents an organization in which members seek, by mutual agreement, to solve mutual problems for mutual benefit, and is not a new layer of government nor a supergovernment.

Our goal is to retain and strengthen local home rule while combining our total resources to meet regional challenges which are beyond our individual capabilities.

This agreement is for the purpose of forming the COG. It will still be necessary for these and any other municipalities which shall hereafter become members to enter into separate joint municipal agreements for the adoption of any regional service program(s).

**II. PURPOSE**

The COG shall be a voluntary organization of local governments to foster a cooperative effort to resolve problems, determine policies, and formulate plans that are common and regional. To serve this purpose the organization will:

1. **FORUM:** Serve as a mutual FORUM to identify, discuss, study, and bring into focus regional problems and needs.
2. **INFORMATION CENTER:** Serve as a vehicle for the collection and exchange of information of regional concern and interest.
3. **REGIONAL PROCESS:** Provide continuing organizational machinery to insure effective communication and coordination among municipalities and agencies.

4. **POLICY AND PRIORITY SETTING:** Foster, develop, and review policies, plans and priorities for regional growth, development and conservation.
5. **AGREEMENTS AND PROPOSALS:** Facilitate agreements and cooperative action proposals among municipalities for specific projects or interrelated developmental needs for the adoption of common policies and plans with respect to common regional needs.
6. **REGIONAL SPOKESMAN:** Maintain liaison with members, governmental units, and groups or organizations and to serve as a regional spokesman for local governments.
7. **STAFF ASSISTANCE:** Furnish general and technical aid to member municipalities, prepare and administer grant and aid programs, and other services as they direct or request by resolution, to promote and accomplish Council approved agreements, policies, or plans.
8. **REGIONAL REVIEW:** Review and coordinate federal, state and local programs of regional importance.
9. **LEGISLATION:** To promote beneficial and remedial legislation relating to local government services and oppose that which is detrimental.

### **III. DEFINITIONS**

1. **ELECTED REPRESENTATIVE:** Any individual elected to the position of City or Borough Councilman or Mayor, Township Commissioner or Township Supervisor.
2. **MUNICIPALITIES:** This term shall include Counties, Home Rule Municipalities, Cities, Boroughs, and Townships.
3. **REGIONAL SERVICE PROGRAM:** Any service provided jointly by two or more member municipalities, including, but not limited to, planning, building, codes, landfill, etc. and established by a joint municipal agreement.
4. **SPECIAL FEASIBILITY STUDY:** Any feasibility study to solve regional problems, or problems in common to two or more municipalities, duly undertaken by the Executive Board or General Council.
5. **VOTING MEMBER:**
  - (a) **GENERAL COUNCIL:** Shall be an individual member municipality.
  - (b) **EXECUTIVE BOARD:** Shall be one of its elected members.

## IV. MEMBERSHIP

1. ELIGIBILITY:
  - (a) Any municipality desiring membership in the COG shall be required to submit a resolution from its municipal body to the Executive Board for its recommendation to the COG General Council for its approval or disapproval.
  - (b) Voting membership shall be open to all municipalities in good standing.
  - (c) Non-voting associate membership shall be open to any non-municipal entity or Agency designated by the voting membership. Annual associate membership dues shall be \$100.00.
2. ADMISSION: Aforementioned municipalities, to become members, shall formally enter into these Articles of Agreement creating the Cambria-Somerset Council of Governments pursuant to action of such municipality by resolution of the governing body and shall comply with requirements concerning financial contributions.
3. REPRESENTATION: Each member government shall be officially represented by a delegate and an alternate delegate appointed by its governing body.
  - (a) At least one (the delegate or the alternate delegate) must be an elected official. The other may be an appointed official of the member municipality, i.e., borough manager, secretary, or anyone who is already serving the municipality in an official capacity as a board member of an authority or commission. A delegate or alternate delegate can only represent one municipality.
  - (b) Voting on all general council issues will be limited to one (1) vote per member municipality. The alternate delegate may vote only when the delegate is absent.
4. WITHDRAWAL: A member municipality may withdraw from membership, when it's chief executive and local governing body signify their intention by resolution in writing to the council no later than 90 days prior to such action. Dues are nonrefundable.
5. PARTICIPATION:
  - (a) Any member is eligible to participate in any Special Feasibility Study provided the governing body of such municipality approves its participation by written resolution, a copy thereof to be filed with the COG.
  - (b) Any member municipality is eligible to participate in any Regional Service Program provided that the governing body of that municipality approves its participation by Ordinance or Resolution, adopting the Joint Municipal Agreement establishing said program.

- (c) When a member municipality elects to participate in an ongoing Special Feasibility Study or Regional Service Program it thereby obligates itself to pay full share, or prorated costs, as determined by the General Council.
  - (d) Should COG or any member municipality (ties) be guilty of criminal, or any other activities causing a loss to either party (ties) not of their own making, no liability shall accrue to the others.
6. DUES:
- (a) Annual dues for each municipality will be determined by COG.
  - (b) Annual dues will be payable within thirty (30) days of reorganization or upon admission to membership. Any municipality's dues not paid by the end of the first quarter of the ensuing year shall forfeit all voting privileges until such dues are paid.

## **V. ELECTIONS**

The General Council shall hold election of officers to serve on the Executive Board at the December meeting of even numbered years.

1. **NOMINATING COMMITTEE:** The president of the Board shall appoint a nominating committee of three (3) Delegates at the October meeting of even years. Incumbent directors shall not be eligible to serve on the nominating committee. It shall be the duty of the nominating committee to nominate at the December regular COG meeting one or more delegates for each vacancy for which elections are being held.
2. **ELECTION PROCEDURES:** After the nominations of the nominating committee have been placed before the members, the presiding officer shall call for nominations from the floor. When nominations are closed, tellers shall be appointed by such presiding officer and ballots shall be distributed. The vote shall be taken and tallied by the tellers, and the results announced. All elections shall be by ballot except where there is only one nominee for the office. All elections shall be by plurality vote.
3. **VACANCY:** Any vacancy occurring on the Executive Board between biennial elections shall be filled by appointment by a majority vote of the Executive Board. Delegates appointed to fill such vacancies shall serve only until the next biennial election.

## **VI. POLICY BODIES**

This Council shall have two bodies: A General Council and an Executive Board.

1. **GENERAL COUNCIL:**
  - (a) **GENERAL POLICY BODY:** The General Council shall be the policy body of the COG.

- (b) **VOTING:** Each municipality will have one vote on the General Council. Action shall require the majority of the voting delegates present.
- (c) **ORGANIZATION:** The organizational structure of the General Council will consist of two delegates appointed by their respective municipalities. The term of the delegates will be for the two (2) year period. Other municipalities who become members will be allotted the same amount of delegates with the same term of office.
- (d) **QUORUM:** A quorum of the General Council shall consist of at least 1/5 of the total voting membership. Only recurring bills can be paid and no other business conducted in absence of a quorum.
- (e) **MEETINGS:** The General Council is required to meet at least six (6) times a year, or upon call of its President. Each meeting may be rotated among the members.
- (f) **RESPONSIBILITIES:** The responsibilities of the Council are:
  - (1) To adopt the COG budget and membership dues schedules as prepared by the Executive Director.
  - (2) To adopt and act on amendments as specified in Section X of the Bylaws.
  - (3) To affirm or reject actions of the Executive Board.
  - (4) To approve or reject Special Feasibility Studies recommended by the Executive Board.
  - (5) To approve or reject Regional Service Programs as recommended by the Executive Board.
  - (6) To initiate, advise, and aid in the establishment of cooperative arrangements, including interlocal agreements, among local governments in the general area.
  - (7) To propose, initiate, approve or reject any study, policy, discussion, plan or other Council policy matters.
  - (8) To resolve membership questions.
  - (9) To make recommendations to any local governments or to other appropriate agencies or entities.
  - (10) To propose amendments to intergovernmental agreements for ratification by members.
  - (11) To elect a Vice President who shall succeed to the office of President upon the expiration of the term of his predecessor.

## 2. EXECUTIVE BOARD

- (a) The Executive Board shall consist of four (4) officers elected by the general council:

**President**  
**Vice President**  
**Secretary**  
**Treasurer**

**and five (5) Directors elected by the general council. (NOTE: At the expiration of his, her term, the President of the executive board shall become director. Four (4) additional directors shall be elected according to the adopted election procedures)**

The officers must be selected from the delegates and alternate delegates who are elected officials. The directors may be selected from the delegates and alternate delegates who are either elected officials of the member municipalities or appointed officials of the member municipalities (as defined in Article 4, Section 3).

- (b) Shall act as the Executive Committee of the general council.
- (c) May employ a staff of professional, technical, or clerical personnel as may be required to administer the affairs of the COG including an executive director.
- (d) QUORUM: A quorum of the Executive Board shall consist of a simple majority of its total voting membership.
- (e) VOTING: Official action shall be decided by the vote of the majority of the board.
- (f) MEETINGS: The Executive Board shall meet as necessary or upon call of the president.

## 3. DUTIES OF OFFICERS, EXECUTIVE DIRECTOR AND STAFF

- (a) President:
1. Shall preside at all meetings.
  2. Appoint all committees.
  3. Sign all documents required including disbursements.
  4. Represent COG at official functions.
  5. At the October meeting of even numbered years appoint a nominating committee from three municipalities who shall present a slate to COG for approval. Election will be held at the annual meeting in December. Additional nominations shall be taken from the floor.
  6. At the expiration of his, her term, the President of the executive board shall become a director. Four (4) additional directors shall be elected according to the adopted election procedures.

- (b) Vice President:
  - 1. Shall preside in absence of President and perform special assignments, assigned by the President.
- (c) Recording Secretary:
  - 1. Shall be responsible for maintaining all official minutes of all meetings.
  - 2. Shall be authorized to sign disbursements.
- (d) Treasurer:
  - 1. Shall be responsible to submit a monthly financial report.
  - 2. Shall submit an annual statement within 30 days of the end of the fiscal year.
  - 3. Shall sign disbursements.
- (e) Executive Director:
  - 1. The Executive Director shall be responsible for coordinating all staff and consultant services provided by the Council; preparing and administering the annual work program and budget; employing, retaining and removing all other personnel as may be necessary; and performing all other duties delegated to him by the Executive Board.
  - 2. To propose an annual budget and each participating member's share, thereof, for the COG.
  - 3. To conduct the business of the Council within the policy guidelines of the General Council.
  - 4. To propose and recommend Special Feasibility Studies.
  - 5. To propose and recommend Regional Service Programs.
  - 6. To recommend regional policies, studies, plans, or other appropriate matters.
  - 7. To administer financial affairs of the COG on a daily basis.
  - 8. To render advice and technical assistance on request of member governments in regard to local governmental problems having regional impact.
  - 9. To provide an opportunity for the state and federal governments and other agencies which have regional interests in the Council activities to participate in such activities.
  - 10. To seek and recommend acceptance of contributions and grants-in-aid.
  - 11. To bring the Council of Governments up to date on all current projects by reporting at each official Council of Government's meeting.

## **VII. FINANCES**

Funds, which accrue to the Council, for use in furthering the aims and purposes of this voluntary organization shall be controlled, disbursed, and accounted for in a manner prescribed and approved by the General Council.

## **VIII. ANNUAL AUDIT**

1. **AUDIT COMMITTEE:** The president shall appoint an Audit Committee consisting of at least three (3) Delegates.
2. **PROCEDURES:** The Audit Committee shall at least annually, make an examination of the books and affairs of the Council of Governments and submit a report of its findings to the General Council. The Audit Committee may employ and use such clerical and auditing assistance as may be required to carry out its responsibilities and may request the General Council to provide compensation for such assistance.

## **IX. TERM OF AGREEMENT**

Length of this Agreement shall be perpetual, subject to the conditions stated under Section IV, Item 4, subtitle Withdrawal.

## **X. ACQUISITION AND DISPOSITION OF ASSETS**

The COG shall, when necessary, provide for office space, furnishings, supplies and equipment as authorized by the General Council.

Disposition of any assets shall be authorized by the General Council in the best interests of the current membership in good standing.

1. Any assets valued at \$1,000.00 or more shall be disposed of at a public bid or auction. Any bid may be accepted or rejected.
2. Proceeds from such sales shall be deposited to the general account of the COG.

## **XI. DISSOLUTION OF COG**

If for any reason the COG shall be dissolved the general council shall determine the final disposition of assets and/or liabilities as follows:

1. All assests shall be liquidated.
2. All liabilities shall be satisfied.
3. Any balance and/or deficit shall be shared equitably by all current member municipalities.

## **XII. AMENDMENTS**

Amendments to these bylaws may be presented in writing at anytime to the General Council for consideration. All member municipalities must receive written notice of the proposed change (s). Amendments may then be adopted at any regularly scheduled meeting of the General Council.

The above Cambria-Somerset C.O.G. Bylaws are hereby adopted on this 2nd day of September nineteen hundred and eighty-six, 1986.

## COG BYLAW AMENDMENTS

### Article IV, Section 3, page 4.

- July 7, 1998 #1** REPRESENTATION: Each member government shall be officially represented by a delegate and an alternate delegate appointed by its governing body.
- (A) At least one (the delegate or the alternate delegate) must be an elected official. The other may be an appointed official of the member municipality, i.e., borough manager, secretary, or anyone who is already serving the municipality in an official capacity as a board member of an authority or a commission. A delegate or alternate delegate can only represent one municipality.
- (B) Voting on all general council issues will be limited to one (1) voter per member municipality. The alternate delegate may vote only when the delegate is absent.

### Article VI, Section 1 (d), page 6.

- May 5, 1998 #2** QUORUM: A quorum of the General Council shall consist of at least 1/5 of the total voting membership. Only recurring....

### Article VI, Section 2 (a), page 8.

- July 7, 1998 #3** 2. Executive Board  
(a) The Executive Board shall consist of four (4) officers elected by the general council:

President  
Vice President  
Secretary  
Treasurer

and five (5) Directors elected by the general council.

The officers must be selected from the delegates and alternate delegates who are elected officials. The directors may be selected from the delegates and alternate delegates who are either elected officials of the member municipalities or appointed officials of the member municipalities (as defined in Article 4, Section 3).

### Article XII, page 11.

- May 5, 1998 #4** Amendments to these bylaws may be presented in writing at anytime to the General Council for consideration. All member municipalities must receive written notice of the proposed change (s). Amendments may then be adopted at any regularly scheduled meeting of the General Council.

**Article VI, Section 3, page 8.**

**June 5, 1990 #5**

6. At the expiration of his, or her term, the President of the executive board shall become a director. Four (4) additional directors shall be elected according to the adopted election procedures.