

RESOLUTION 2015-132

Whereas, East Goshen Township is a member of the West Chester Area Council of Governments (WCACOG), and

Whereas, the WCACOG has adopted bylaws, and

Whereas, the WCACOG has approved amendments to their bylaws at their meetings on January 23, 2015 and May 28, 2015, which are attached as Exhibit "A" and



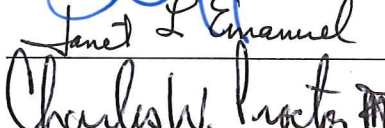

Whereas, these amendments shall become effective adoption of a resolution by each member municipality.

BE IT HEREBY RESOLVED that the Board of Supervisors of East Goshen Township hereby approves the amendments to the WCACOG Bylaws.

ADOPTED this 7th day of July, 2015.

ATTEST:





Janet L Emanuel

Charles H. Proctor

Con R Bell

BY-LAWS

WEST CHESTER AREA COUNCIL OF GOVERNMENTS

PREAMBLE

We, the duly elected representatives of local governments in the County of Chester and Commonwealth of Pennsylvania, hereby join together in a voluntary organization, to be known as the West Chester Area Council of Governments ("WCACOG"), for the purpose of meeting at regular intervals to discuss and study community challenges of mutual interest and concern.

We realize that our individual and common destinies rest with the interdependent actions of the local governments which comprise our region.

The voluntary association, which we have formed is a vehicle for closer cooperation, and is not a new layer of government or a super-government. As a voluntary organization of local governments, the members seek, by mutual agreement, solutions to mutual problems for mutual benefit.

Our goal is to combine our total resources for regional challenges beyond our individual capabilities while retaining and strengthening our local municipalities.

PURPOSE

ARTICLE I.

A. This organization shall agree:

1. To serve as a mutual forum to identify, discuss, and bring into focus regional challenges and opportunities.
2. To serve as a vehicle for the collection and exchange of information of regional interest.
3. To provide a continuing organizational machinery to insure effective communication and coordination among governments and agencies.
4. To facilitate cooperative purchasing and buying agreements for projects of mutual benefit.
5. To create agreements and cooperative action proposals among member governments for specific projects or other interrelated developmental needs.
6. To maintain liaison with members, other governmental units, and private groups or organizations and to serve as regional spokesman for local governments when so authorized.

7. To review and coordinate federal, state, and local programs of regional importance.
- B. The council is established under the Commonwealth of Pennsylvania enabling legislation as authorized by the State Constitution and Acts of the General Assembly "Intergovernmental Cooperation Law, Act 177 of 1996," as may be amended from time to time.

VOTING MEMBERSHIP

ARTICLE II.

- A. Eligibility – Voting membership shall be open to all Boroughs and Townships in the Chester County region having relationships or shared interests in area problems. Associate non-voting memberships shall be made available to Federal, State and County Government officials, as well as to school districts and municipal authorities within the WCACOG area. Voting membership shall consist initially of the following local Government Units:
1. East Bradford Township
 2. East Goshen Township
 3. Thornbury Township
 4. West Chester Borough
 5. West Goshen Township
 6. Westtown Township
 - 6-7. West Whiteland Township
- B. Conditions – A local government, to obtain and retain voting membership in the Council, shall:
1. Be approved for membership by a unanimous vote of the Membership.
 2. Adopt an Ordinance of Membership.
 3. Comply with requirements concerning financial contributions of its members as defined in Article IV of these By-Laws.
- C. Withdrawal – Withdrawal from the membership of the Council shall be effected by formal resolution and request in writing for withdrawal from the local governing body. A minimum of sixty (60) days notice, prior to the end of the fiscal year, of such action shall be required. A municipality's withdrawal will in no way serve to void or lessen any previous financial obligation incurred by that municipality as a member of the West Chester Area Council of Governments.
- D. Participation – Any voting member municipality shall be eligible to participate in any special feasibility study and any area-wide service program provided the governing body of such municipality approves its participation by motion or resolution.

All voting members of the Council shall carry out discussion of particular plans, actions or functions proposed initially. Voting on specific questions of mechanics or policy shall be limited to those particular member municipalities who agree to participate in such plans, actions or functions.

- E. Associate non-voting members – Associate non-voting memberships may be conferred on any governmental unit or other legal entity by majority vote of the Membership. Associate members shall have no right to vote on any matter, but may participate in such programs as the WCACOG may designate. Associate members shall be exempt from Article IV of these By-Laws, but must pay a yearly membership fee set by the Membership. The yearly membership fee shall remain the same for all associate members.

POLICY BODIES

ARTICLE III.

A. Membership

1. Membership – The governing body of each member government shall select an official representative and an alternate representative. Each member government shall notify the WCACOG in writing each December of the names of the official representative and alternate representative.
2. Voting – Each member municipality will have one vote through its official representative or alternate. Proxy voting shall not be permitted. Voting requires a simple majority of those members present, except otherwise stated.
3. Quorum – A quorum shall consist of a simple majority of its total voting membership. In the absence of the official representative, the alternate representative shall have authority to vote in his place. In the absence of both the official representative and the alternate representative, any Supervisor or Councilperson of the member government present at the meeting shall have the authority to vote in their place. In the absence of the official representative, the alternate representative, or any Supervisor or Councilperson, the attendance of the Township or Borough Manager shall count for the purpose of constituting a quorum only. The Township or Borough Manager shall not be permitted to vote on any matter.
4. Participation in Activities – Any member municipality shall have the right to refrain from any discussion or action of the WCACOG. A member shall not share the costs or vote for final implementation of projects or programs in which it is not a participant.
5. Notice of Meeting – Notice of meetings shall be mailed 30 days in advance of the meeting date. Announcement of the meeting shall also be given to local newspapers. A calendar of the annual meeting dates shall be established in January of each year during the regular reorganization of the WCACOG.

B. Officers

The Officers shall consist of the President, Vice President, and Secretary/Treasurer. The President may appoint committees as needed.

C. Solicitor

The West Chester Area Council of Governments Membership shall appoint a solicitor, who shall be the chief consultant of the WCACOG in all legal matters.

FINANCES AND RULES

ARTICLE IV.

- A. Based upon annual estimated requirements prepared and agreed upon by the Membership and upon grants received in order to support this organization, the members shall pay annual membership fees of Five Hundred (\$500.00) Dollars.
- B. Funds that accrue to the Council for its use in furthering the aims and purposes of the voluntary organization shall be controlled, disbursed, and accounted for in a manner prescribed by these By-Laws. There shall be two (2) signatures to all contracts and legal agreements, one of whose shall be the President or Vice President and one of whose shall be the Secretary/Treasurer.
- C. Service fees and other costs for special projects shall be prorated among the member governments participating in such projects in a manner mutually agreed upon.
- D. The annual fee as established by the Council is to be paid not later than the end of January of each year.
- E. A new member joining the Council during the first six (6) months of the year shall pay the annual fee. After the first six (6) months, new members will pay one-half (1/2) of the fee.
- F. The COG shall submit to each Member on or before October 15th its budget for the upcoming fiscal year.
- G. Annually in December, the COG's Membership shall unanimously approve the COG's budget for the upcoming fiscal year.
- H. After the COG's fiscal year ends on each December 31st, it shall file on or before July 1 an annual report of its fiscal affairs covering the preceding calendar year with its Members. The COG shall have its books, accounts and records audited annually by a certified public accountant, and a copy of this audit report shall be filed in the same manner and within the same time period as the aforesaid annual report. If the COG fails to make an audit, then the controller, auditors or accountant designated by the Members are hereby authorized and empowered from time to time to examine at the expense of the COG the accounts and books of the COG, including its receipts, disbursements, contracts, leases, investments, and any other matters relating to its finances, operation, and affairs.
- I. The Attorney General of the Commonwealth of Pennsylvania shall have the right to examine the books, accounts and records of the COG.

OFFICERS OF THE WEST CHESTER AREA COUNCIL OF GOVERNMENTS

ARTICLE V.

- A. Election of Officers – The officers shall consist of the President, Vice President, and Secretary/Treasurer. Such officers shall be elected in January at the annual meeting of the Council from the Membership. All officers are subject to removal at any time by affirmative vote of a majority of the total Membership.

- B. Duties of the President – The President shall be the chief elected officer of the COG and shall preside at all meetings. The President shall have general charge and supervision of the business of the COG. The President shall appoint all committees unless the Membership directs otherwise. The President shall be the principal spokesperson for the COG. The President shall perform such duties as may, from time to time, be assigned by the membership.
- C. Duties of the Vice President – The Vice President shall possess the power and shall perform the duties of the President in his/her absence or disability.
- D. Duties of the Secretary/Treasurer – The Secretary/Treasurer shall keep the minutes of all meetings; shall give all notices of meetings; shall sign with the President, contracts, instruments and documents and other items authorized by the COG; shall perform all duties incidental to the office of Secretary/Treasurer; and the Secretary/Treasurer for the time being in office, shall deliver all books and papers to the successor immediately upon their election, or to the COG when so required. The Secretary/Treasurer shall have or provide for the custody of the funds of the COG; shall provide for the collection and receipt of monies earned by or in any manner due to be received by the COG; shall deposit all funds in their custody as Secretary/Treasurer in such banks or other places of deposit as the COG may designate, shall render a written monthly account showing their transactions; and in general, shall discharge such other duties as may, from time to time be assigned to them by the Membership. The Secretary/Treasurer, from time being in office, shall transfer and deliver all funds, securities, books, records and papers of the COG in his/her custody to its successor immediately upon his/her qualification. The Secretary/Treasurer shall permit all records and accounts of the COG, kept by him/her and in his/her custody or possession, to be examined annually or at any time requested by the Council.
- E. Ad Hoc Advisory Committees – The Council may have ad hoc advisory committees reporting to the president. Such committees may be comprised of staff, personnel from the member Local Governments, Counties, the State and Federal Government agencies, regional commissions and public or private persons and corporations involved in conservation and development problems and opportunities in the region. The president shall have the authority to appoint or remove members of the ad hoc committees. Ad hoc Committees shall serve in an advisory capacity as requested by the President.

AMENDMENTS

ARTICLE VI.

Amendments to these By-Laws must be initially approved by a majority vote of the membership. In order to be adopted, any amendments must be approved by a unanimous vote at a second WCACOG meeting. Amendments shall not be effective until approved by a resolution from each member municipality.

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