

BY-LAWS
The Turtle Creek Valley Council of Governments, Inc.
Revised, March 2014

ARTICLE I
OFFICES

- 1.1 The registered office shall be located at the Monroeville Municipal Building, 2700 Monroeville Boulevard, Monroeville, PA 15146.
- 1.2 The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II
PURPOSE

- 2.1 The purpose of the Turtle Creek Valley Council of Governments is to assist member municipalities individually or collectively to execute their governmental responsibilities in as efficient and responsible a manner as possible. More specifically, upon formal request the Corporation shall provide assistance in three (3) major categories:
 - A. The generation and collection of municipal revenue.
 - B. The planning and execution of municipal operations as outlined in the “Commonwealth of Pennsylvania Annual Budget Report and Guide” (Department of Community Affairs, Harrisburg).
 - C. The planning and execution of municipal capitol improvements as outlined in “Commonwealth of Pennsylvania Annual budget Report and Guide” (Department of Community Affairs, Harrisburg).
- 2.2 Further, the Corporation shall undertake such other projects related to municipal government as the Board of Directors may direct.
- 2.3 To accomplish its purpose, the Corporation shall maintain a staff of urban professionals and support personnel.

ARTICLE III
MEMBERSHIP

- 3.1 As condition of membership, municipalities shall enact the Ordinance contained in Article XVI.
- 3.2 All elected officials of the municipalities named in Article XV shall be non-voting members of the Corporation.
- 3.3 There shall be one voting member from each municipality named in Article XV. The voting member from each participating municipality shall be a legislative officer chosen by the legislative body which shall also appoint an alternate(s) to represent the voting member fully in his (her) absence. Said voting member or his (her) proxy shall be entitled to exercise his (her) vote as soon as the formal letter designating him (her) as the voting member is filed with the Secretary of the Turtle Creek Valley Council of Governments. Each member government shall notify the Turtle Creek Valley Council, in writing, each January of the names of the official representative and the alternate representative.
- 3.4 Any voting member may be replaced or removed at any time by the municipal legislative body which originally named that voting member. Such removal or replacement of a voting member shall take effect upon the filing with the Corporation Secretary of a written notice by the municipal legislative body involved removing or replacing the voting member.
- 3.5 The purpose of the Council of Governments is to promote efficiency in local government and membership in the Turtle Creek Valley Council of Governments is open to any municipality which desires to work towards that end.

3.6 Conflict Resolution Structure

The Board of Directors has developed a formal structure for resolving conflicts that arise within our individual COG and with or among other individual COGs. This structure adheres to the following principles:

- The most effective way to resolve conflicts is to provide for constructive engagement at the earliest opportunity possible
- The process that is created must be built around the unique characteristics inherent to municipal governance

- A clear structure for working through conflict enhances the opportunity for people in conflict to reach mutually created resolutions
- A unified commitment and adherence to the created structure is essential
- Ending a COG relationship because of an unresolved conflict, whether over membership or project dissatisfaction, should be the choice of last resort
- Building a stronger COG helps municipalities achieve beneficial and lasting relationships with each other, furthering opportunities for lasting intergovernmental cooperation

3.6b. The Board shall include the conflict resolution structure, as appropriate, in all agreements made among COG members and in agreements with other COG partners.

3.6c. The Board may, from time to time, as appropriate and as needed, revise the structure, provided it continues to adhere to the articulated principles contained within these bylaws, Article Three, Section 6. The structure is detailed in the Conflict Resolution Process policy document.

Membership Withdrawal Provisions

3.7a. Should a COG member decide to withdraw from COG membership, whether for independent reasons or as a result of the conflict resolution process, absent the COG member and the COG reaching a mutual agreement to the contrary, the withdrawing COG member, shall follow the following guidelines.

1. Withdrawal from membership in the COG shall be affected by formal municipal governing body resolution. A copy of the resolution must be provided to the COG.
2. At least six months (180 days) notice of withdrawal is required. Notice begins upon adoption of the formal municipal governing body resolution. If the adoption of the formal municipal governing body resolution is completed prior to June 30th of any calendar year, membership will terminate at the end of that calendar year and no additional dues will be assessed nor refund granted. If the formal resolution is adopted following June 30th of any calendar year, membership will terminate on the last day of the month in which the 180th day occurs. In that case, dues will be prorated **and paid** for the months in the subsequent calendar year. **These prorated dues shall be in addition to the *withdrawal fairness payment* in Section 3.7a below.**
3. The withdrawing member shall pay a *withdrawal fairness payment* in the amount of 25% of the basic amount of that member's dues.

3.7b. If the COG and COG member mutually agree, as part of their written Memorandum or Agreement, at the conclusion of the conflict management process, to a fairness withdrawal payment that differs from the payment set forth above, then the mutual agreement of the parties shall be the effective fairness withdrawal payment.

3.7c. A COG member is not permitted to participate, outside of the conflict management process, in COG Board or Committee discussions related to, or votes taken on any aspect of, or outcome related to the conflict management process.

3.7d. The withdrawing member will be entitled to all COG services until the time in which their respective membership ends. Voting rights will continue through that period for items related to current operations. No voting rights will be granted that are related to the future when the withdrawing member would no longer have membership within the COG.

3.7e. Should the COG initiate a process to compel a COG member to leave COG membership, regardless of the timing that is involved, the COG member shall have no obligation to pay a withdrawal fairness payment.

3.8a. Confidentiality. Except and unless required at the time an Agenda item is formally presented to the Executive Board of the COG or the Governing Body of the municipal entity in a manner that mandates disclosure under the Right-to-Know Law, all papers, discussions and notes that transpire as part of the Conflict Resolution Process shall be confidential.

3.8b. Any person who serves as a facilitator/mediator within the conflict resolution process shall not qualify as a witness or be compelled to testify as a witness in any proceeding; all communications shall be deemed to be in the nature of mediation and provided with the statutory protection afforded to a mediation process.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 The Board of Directors shall be made up of the voting members from each participating municipality named in Article XV.
- 4.2 Each voting member shall be entitled to cast one vote.

ARTICLE V QUORUM

- 5.1 A quorum for holding any meeting of the members of Board of Directors shall be the simple majority of the members of the Board of Directors.

ARTICLE VI
MAJORITY VOTE

- 6.1 A simple majority of the members of the Board of Directors present shall be required to pass any motion of any meeting of the members of the Board of Directors.

ARTICLE VII
MEETINGS

- 7.1 The Board of Directors shall meet on the fourth Thursday of each month.
- 7.2 Special meetings of the Board of Directors shall be called by the Chairman whenever he (she) shall deem it necessary or upon written request signed by three (3) members of the Board of Directors.
- 7.3 Each director shall receive one week's notice of any special meeting.
- 7.4 Unless otherwise provided by law, whenever any notice is required to be given, by the provisions of the by-laws, a written waiver thereof, signed by the persons entitled to such notices before or after the time stated therein, shall be equivalent thereto.

ARTICLE VIII
GENERAL MEMBERSHIP MEETINGS

- 8.1 Meetings of all members both voting and non-voting shall take place at least once a year at times to be determined by the Chairman.

ARTICLE IX
DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- 9.1 The property and business of this Corporation shall be managed by the Board of Directors.
- 9.2 In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by the terms of the charter of this body, and elsewhere in these by-laws, the following specific powers are expressly conferred on the Board of Directors: To purchase or otherwise acquire for the Corporation any property, right or privilege which it is authorized to acquire at such price or consideration and upon such terms as they deem expedient; to enter into contracts on behalf of the Corporation; to lease its property or equipment to member or non-member municipalities for the benefit of the Corporation on such terms and conditions as the Board of Directors may determine; to provide services to member or non-member municipalities on such terms and conditions as the Board of Directors may determine; to appoint, to remove or suspend subordinate agents or servants, to determine their duties and affix their salaries; to confer by resolution upon any officer or agent of this corporation the power of permanently removing or suspending any subordinate officer or servants; to determine who shall be authorized, on behalf of this Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments; to delegate any of the powers of the Board of Directors to any standing committee, special committee, or any officer or agent of the Corporation, which such power as the Board of Directors may seem fit to grant; generally to do all such lawful acts and things as are not by law, or by charter, or by these by-laws directed or required to be done by the members.
- 9.3 Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Directors and filed with the Secretary of the Corporation.
- 9.4 The Board of Directors may delegate the authority to seek and accept funds from public and private sources to carry out the purposes set forth in the Articles.

- 9.5 The Board of Directors may retain an executive director to supervise the day to day operations of the Corporation, to carry out the directions of the board of Directors, and to perform any other function or duties authorized from time to time by the Board of Directors.

ARTICLE X
POWERS DENIED TO THE BOARD OF DIRECTORS

- 10.1 No action by the Board of Directors of the said Corporation which creates a legal obligation, whether it be contractual, financial, or otherwise upon a member municipality shall be binding upon the member municipality affected unless and until its local council manic body ordains, resolves, or otherwise enacts the action recommended by the Board of Directors according to the procedure set forth in the Pennsylvania Borough Code, Township Code, or for municipalities, Home rule Charter and Laws of the Commonwealth of Pennsylvania.

ARTICLE XI
OFFICERS

- 11.1 The officers of the Board of Directors shall be a chairman, vice-chairman, a secretary and a treasurer.
- 11.2 All officers must be voting members of the Board of Directors.

ARTICLE XII
ELECTION AND TERMS OF OFFICE

- 12.1 At the December meeting the chairman shall appoint a Nominating Committee consisting of at least three (3) voting members who are not elected officers of the Council of Governments.
- 12.2 Election of office will be held bi-annually at the January meeting. New officers shall be installed at the Annual Dinner Meeting in February.
- 12.3 Nominations may be placed on the floor by any voting member or alternate.

- 12.4 Each voting member, or in his (her) absence, his (her) alternate, or in the absence of both, the proxy of the voting members shall be entitled to cast one vote for each position.
- 12.5 A simple majority vote of the Board of Directors present shall be required to elect the officers of the Corporation.
- 12.6 The term of each office shall be two years with election of all officers being held at the first regular meeting of the even calendar years.
- 12.7 In the event that the office of an officer shall become vacant, the Board of Directors shall fill such vacancy for the unexpired term at their next regular monthly meeting.

ARTICLE XIII
DUTIES AND POWERS OF OFFICERS

- 13.1 The Chairman shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board of Directors. The chairman shall act as Chairman at each meeting of the Board of Directors.
- 13.2 The Vice-Chairman shall, in the absence of the Chairman, perform the duties of the Chairman and shall perform such other duties and responsibilities as the Board of Directors may from time to time deem appropriate.
- 13.3 The Secretary shall keep minutes of all meetings of the Board of Directors and shall give all notices of meetings of the Board of Directors. The Secretary shall have custody of all records, contracts, and agreements of the corporation and shall attend to such correspondence of the Corporation as the Board of Directors shall direct.
- 13.4 The Treasurer shall receive and have custody of all the monies and securities of the Corporation and shall keep regular books of accounts. He (she) shall deposit all monies in a bank to the credit and in the name of the Corporation. All expenditures shall be made by the Treasurer on the authority of the Board of Directors or the Executive Committee.
- 13.5 The duties of the Secretary and the Treasurer may be delegated to appropriate staff personnel.
- 13.6 An Executive Committee shall be formed consisting of the Chairman, Vice-Chairman, Secretary and Treasurer, and shall see to the operations of the Corporation.

ARTICLE XIV
AMENDMENTS

- 14.1 The provisions of these articles shall be amended in the following manner:
- A. Thirty (30) days written notice of the proposed changes must be submitted to the voting members by the secretary.
 - B. A simple majority vote of the Board of Directors shall be required to effect an amendment to these articles.
 - C. No amendment shall take effect until ratification by resolution of the member communities as stipulated in Article X of these articles.

ARTICLE XV
MUNICIPALITIES HAVING MEMBERSHIP IN
TURTLE CREEK VALLEY COUNCIL OF GOVERNMENTS, INC.

- 15.1 The municipalities having membership in the Turtle Creek Valley Council of Governments shall be:

Braddock Borough	Municipality of Penn Hills
Chalfant Borough	Pitcairn Borough
Churchill Borough	Plum Borough
East McKeesport Borough	Rankin Borough
East Pittsburgh Borough	Swissvale Borough
Edgewood Borough	Turtle Creek Borough
Forest Hills Borough	Wall Borough
Municipality of Monroeville	Wilkins Township
North Braddock Borough	Wilmerding Borough
North Versailles Township	Wilkinsburg Borough

ARTICLE XVI
ORDINANCE ESTABLISHING MEMBERSHIP

AN ORDINANCE AUTHORIZING INTERGOVERNMENTAL COOPERATION BY ESTABLISHING MEMBERSHIP IN THE TURTLE CREEK VALLEY COUNCIL OF GOVERNMENTS AND ESTABLISHING THE CONDITION OF SAID MEMBERSHIP PURSUANT TO THE REQUIREMENTS OF ACT 180 OF 1972, 53 P.S. 481-490, AS AMENDED, OF THE COMMONWEALTH OF PENNSYLVANIA.

WHEREAS, Act 180 of 1972, P.S. 481-490, repealed absolutely the Act of May 21, 1943 (P.L. 340), 53 P.S. 471 ET SEQ., and became the law governing intergovernmental cooperation within the Commonwealth of Pennsylvania; and

WHEREAS, Membership in the Turtle Creek Valley Council of Governments is the agency the _____ has adopted to cooperate with other governmental or quasi-governmental units in the execution of those municipal functions deemed by the _____ to be accomplished best through cooperation with other governments or quasi-governmental units; and,

WHEREAS, Act 180 of 1972, 53 P.S. 481-490 intends that full recognition by the Commonwealth of Pennsylvania of an agent of intergovernmental cooperation requires said agent to be established by Ordinance by all cooperating units of government; and,

WHEREAS, The _____ desires the Turtle Creek Valley Council of Governments to be as useful as possible to the _____ and to the residents thereof;

NOW THEREFORE, BE IT ORDAINED AND ENACTED BY THE GOVERNING BODY OF THE _____ DULY ASSEMBLED, AND IT IS HEREBY ORDAINED AND ENACTED BY AUTHORITY OF SAME:

Section 1. Membership

That the _____ join and be a member of the Turtle Creek Valley council of Governments

Section 2. Conditions of Agreement

That no action taken by the Turtle Creek Valley Council of Governments which creates a legal obligation, whether it be contractual, financial, or otherwise upon a member municipality shall be binding upon a member municipality affected unless and until its municipal legislative body ordains, resolves, or otherwise enacts the actions recommended by the Turtle Creek Valley Council of Governments, according to the procedure set forth in the appropriate municipal code and laws of the commonwealth of Pennsylvania.

Section 3. Duration of Term

That this agreement stand in perpetuity.

Section 4. Purpose and Objectives

That the Turtle Creek Valley council of Governments shall assist the member municipalities individually or collectively to execute their governmental responsibilities in as efficient and responsible a manner as possible; further, that the Turtle Creek Valley Council of Governments shall undertake such other projects related to municipal government as the Board of Directors of the Corporation may direct, subject to the provisions of Section 2.

Section 5. Manner and Extent of Financing

That the Turtle Creek Valley Council of Governments be financed by annual dues paid by the member municipalities and by funds obtained by the Corporation from public or private sources.

Section 6. Organizational Structure

That the Turtle Creek Valley Council of Governments be the Agent for the _____ in matters pertaining to this Agreement; that a legislative officer of each municipality shall be a Director of the Turtle Creek Valley Council of governments, there shall also be appointed an alternate(s) from among the legislative body of that municipality to represent him (her) fully in his (her) absence; and that the Board of Directors of the Turtle Creek Valley Council of Governments be authorized to act as they deem necessary, in accordance with its By-Laws,

Section 7. Acquisition/Management/Disposal of Property

The real of personal property necessary to implement this Agreement be acquired, managed and disposed by the Turtle Creek Valley Council of Governments, in accordance with the By-Laws of the Corporation and any laws or contracts which apply.

Section 8. By-Laws

That the By-Laws of the Turtle Creek Valley Council of Governments attached hereto and made a part hereof are hereby approved.

ORDAINED AND ENACTED THIS _____ DAY OF _____, 20 ____.

BY _____

ATTEST:

REVIEWED AND APPROVED THIS _____ DAY OF _____, 20 ____.

BY _____

ATTEST:
