

BOROUGH OF EAST BANGOR
COUNTY OF ORTHAMPTON
COMMONWEALTH OF PENNSYLVANIA

ORDINANCE NO. 1-2008

AN ORDINANCE OF THE BOROUGH OF EAST BANGOR, NORTHAMPTON COUNTY, PENNSYLVANIA, AUTHORIZING AMENDMENTS TO THE ARTICLES OF AGREEMENT FOR THE SLATE BELT COUNCIL OF GOVERNMENTS; AND AUTHORIZING ADDITIONAL INCIDENTAL ACTION BY BOROUGH OFFICIALS IN FURTHERANCE OF THE AMENDMENTS.

WHEREAS, East Bangor Borough Council heretofore enacted an Ordinance authorizing the Borough to enter into Articles of Agreement for the Slate Belt Council of Governments ("COG"); and

WHEREAS, representatives of the COG have recommended that amendments be made to the Articles of Agreement in order to make the COG a tax-exempt organization for Federal tax purposes and to create categories of membership, among other things; and

WHEREAS, the Borough Council finds that the amendments are in the best interest of the Borough.

NOW THEREFORE, BE IT ORDAINED AND ENACTED by the Borough of Council of the Borough of East Bangor, Northampton County, Pennsylvania, and it is hereby ordained and enacted by the authority of same as follows:

1. The Borough Council approves the proposed amendments to the Articles of Agreement for the COG substantially in the form attached hereto as

Exhibits "A" and "B", with any modifications to the final amended Articles of Agreement to be approved by the solicitor.

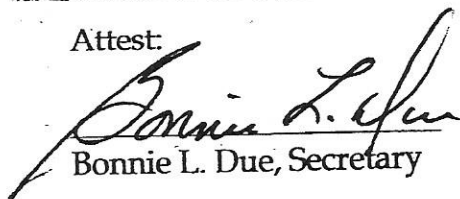
2. Upon preparation of a final Amended Articles of Agreement, the appropriate Borough officials are authorized to execute and deliver the Amended Articles of Agreement to the other members of the COG, and are authorized to take any additional incidental action necessary in order to implement the amendments.

3. All Ordinances or parts of Ordinances inconsistent with this Ordinance are hereby repealed insofar, but only insofar as the same are inconsistent herewith.

4. If any section, subsection, sentence, clause or phrase of this Ordinance is, for any reason, held to be illegal or unconstitutional, such decision shall not affect the validity of the remaining portions of this Ordinance.

ORDAINED AND ENACTED this 5th day of November, 2008.

Attest:

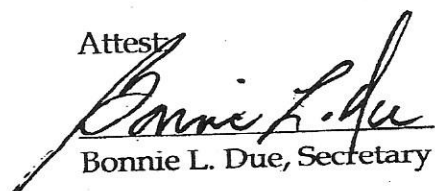

Bonnie L. Due, Secretary

BOROUGH OF EAST BANGOR

By 
James Patrick, President

APPROVED AND CERTIFIED this 5th day of November, 2008.

Attest:


Bonnie L. Due, Secretary

By:


Robert M. Lang, Mayor

EXHIBIT A

#1-2008

(NOTE: Based on our meeting with each of our local governing bodies, we received the following additional changes)

**ARTICLES OF AGREEMENT BETWEEN AND AMONG
THE GOVERNMENTS OF THE TOWNSHIPS OF LOWER
MOUNT BETHEL, UPPER MOUNT BETHEL, PLAINFIELD
AND WASHINGTON; AND THE BOROUGHES OF
BANGOR, EAST BANGOR, PEN ARGYL, PORTLAND,
ROSETO, AND WIND GAP; BANGOR AREA SCHOOL
DISTRICT, PEN ARGYL SCHOOL DISTRICT, AND THE
COUNTY OF NORTHAMPTON**

PREAMBLE

We, the elected representatives of the municipalities, comprising the Slate Belt Area, recognize that many of the problems and needs confronting this region are independent of political boundaries; and, that any solutions to our problems and the programs that we formulate to meet our common needs will have a greater chance of success if they are undertaken jointly and in a cooperative manner.

Therefore, the representatives of the Townships of Lower Mount Bethel, Upper Mount Bethel, Plainfield and Washington; and the Boroughs of Bangor, East Bangor, Pen Argyl, Portland, Roseto,^(a) and Wind Gap; and The School Districts of ^(a) Bangor Area Pen Argyl Area^(a) School District; and the County of Northampton ^(a) hereby join together to form the Slate Belt Council of Governments (SBCOG)....

**FOLLOWING CHANGES ARE ON PAGE 6 OF THE ARTICLES UNDER ARTICLE IV:
MEMBERSHIP**

D. Classification of Members: The General Forum shall determine the appropriate membership category for all members. Member classification is as follows:

a. Regular Members: *This class shall consist of municipalities and school districts that are wholly or in partly within the Slate Belt Region. Members of this class shall have the privileges and services of the SB-COG. Regular Members shall appoint a representative, with an alternate, who will vote representing the member. Each Regular Member shall have one floor vote at meetings of the General Forum (Board of Director's) meeting.*

b. Associate Members: *This class shall consist of municipalities and school districts that are wholly or in part within the Slate Belt Region.*

This class of members shall have all privileges of the SB-COG except the right to floor vote. **Associate Members shall appoint a representative, with an alternate to the General Forum.** ^(b)

c. Affiliate Members: This class of members shall consist of members who have an interest in the mission and goals of the SB-COG. Examples of this type of member would be authorities, associations, not-for-profit corporations, and nearby municipalities. Affiliate Members shall receive select mailings and information from the SB-COG and shall be excluded from participating in the governance of the SB-COG.

FOLLOWING CHANGE IS ON PAGE 19 OF THE ARTICLES UNDER ARTICLE X: AMENDMENTS

ARTICLE X: AMENDMENTS

Amendments to the Articles of Agreement must be initially approved by a majority vote of the General Forum. In order to be adopted, the amendment must be approved by a unanimous vote at a second General Forum meeting. Amendments shall not be effective until approved by each member municipality ~~in the same manner as this Agreement~~ by resolution of the governing body of that municipality or school district. ^(c)

Note: ^(a) these changes were identified by the Portland Borough Council during their September 8, 2008 regular meeting. The Portland Borough Council approved the amendments including their suggested change.

Note: ^(b) This change was identified by the Lower Mount Bethel Supervisors during their September 8, 2008 regular meeting.

Note: ^(c) This change was identified by Attorney David Ceraul, as solicitor for the Borough of East Bangor after they adopted the amended articles of agreement. Subsequently, Gary Asteak, Esq. solicitor for the Slate Belt COG suggested the proposed wording for this amendment. Note that the East Bangor Borough Council approved the amendments.

Note: The Washington Township Board of Supervisors approved the amendments including the revisions that Gary Asteak, Esq. suggested. They approved these changes during their September 10, 2008 Board of Supervisors meeting.

EXHIBIT B

B-2008

PLEASE REVIEW AND APPROVE THE AMENDMENTS TO THE SLATE BELT COUNCIL OF GOVERNMENTS (SB-COG) BY-LAWS. NOTE THAT GREEN & DOUBLE UNDERLINED TEXT HAS BEEN APPROVED BY THE SB-COG AS PART OF OUR DESIGNATION AS A 501(C)(3) FEDERAL TAX DESIGNATED ORGANIZATION. RED TEXT IN BOXES ARE BEING CONSIDERED BY SB-COG.

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MOUNT BETHEL, UPPER MOUNT BETHEL, PLAINFIELD
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WIND GAP; BANGOR AREA SCHOOL DISTRICT, PEN ARGYL
SCHOOL DISTRICT, AND THE COUNTY OF NORTHAMPTON**

PREAMBLE

We, the elected representatives of the municipalities, comprising the Slate Belt Area, recognize that many of the problems and needs confronting this region are independent of political boundaries; and, that any solutions to our problems and the programs that we formulate to meet our common needs will have a greater chance of success if they are undertaken jointly and in a cooperative manner.

Therefore, the representatives of the Townships of Lower Mount Bethel, Upper Mount Bethel, Plainfield and Washington; and the Boroughs of Bangor, East Bangor, Pen Argyl, and Wind Gap; and Bangor Area School District hereby join together to form the Slate Belt Council of Governments (SBCOG).

The overriding goal of the Slate Belt COG is to improve the quality of life for the residents of the Slate Belt Area in the face of increasing pressures due to economic and population growth. We believe that this goal can best be achieved through cooperative efforts by the regional municipalities and school district. This involves combining our various resources to meet regional challenges that may be beyond our individual capabilities.

The key to the success of the Slate Belt COG is for all municipal officials to exhibit a strong commitment to seek the solution of common problems within the context of the COG. We recognize that cooperation, which is truly regional, will sometimes entail some tradeoffs, but we believe it will result in better regional qualities than could be achieved by individual municipal actions.

This agreement is to establish a council of governments in the Slate Belt Area. It does not create a new layer of government, or a super-government. It does provide a means of communication, cooperation and joint action in the interest of the municipalities individually and collectively.

This corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:

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This corporation is organized exclusively for governmental purposes, inter-governmental educational purposes, and advocacy of public interest in the areas of public health, safety, and general welfare purposes. This includes such purposes as providing technical assistance to our member municipalities, assisting our municipalities in the distribution of grant, loan, and services to low and moderate income persons, and persons adversely affected by flood or disasters. Subject to the approval of our SB-COG Board of Directors and our member municipalities, this could also include providing assistance to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any corresponding provision of any future United States Internal Revenue Law)

SLATE BELT COUNCIL OF GOVERNMENTS BYLAWS

ARTICLE I: NAME

The name of this organization shall be the "Slate Belt Council of Governments" and henceforth may be referred to as the same.

ARTICLE II: PURPOSE

The intention of the founders of the Slate Belt COG was to meet at regular intervals to foster a cooperative effort to resolve regional problems, to determine policies, and to formulate plans and programs to meet regional needs. The Slate Belt COG has grown to embrace a number of purposes, all related to the original design of the founders. These are:

- A. **Communication & Coordination:** To provide the organizational structure necessary to ensure effective communications and coordination among municipalities.
- B. **Policies & Priorities:** To foster, develop and review policies, plans and priorities for regional growth and development and to conserve natural and cultural resources.

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- C. **Community Facilities & Services:** To facilitate cooperative efforts to provide community facilities and services.
- D. **Forum:** To serve as a mutual forum to identify, discuss, study, and bring into focus regional issues and needs.
- E. **Regional Spokesman:** To maintain liaison with members, governmental units and groups or organizations and to serve as regional spokesman for local governments to governmental units and organizations at the county, state and federal levels.
- F. **Staff Support:** To furnish general and technical staff support to member municipalities as they direct or request, to promote and implement approved agreements, policies, projects and programs.
- G. **Regional Review:** To review and coordinate federal, state and local programs of regional importance.
- H. ~~**Forum:** To serve as a mutual forum to identify, discuss, study and bring into focus regional issues and needs.~~

ARTICLE III: POWERS & SCOPE OF AUTHORITY

As specified in the Pennsylvania Intergovernmental Cooperation Law (Act 180 of 1972, as amended in 1986), municipalities may cooperate in the exercise or performance of their respective governmental functions, powers or responsibilities. It is the intention of the municipalities and school district subscribing to these Articles of Agreement that the Slate Belt COG may establish any program and perform any function permitted in the enabling legislation and subsequently agreed to by the participating municipalities. In order to carry out these activities, it is hereby agreed that unless otherwise specified below, upon approval of a majority vote of the General Forum, consisting of all members, the COG may:

- A. employ staff in permanent or temporary, part-time or full-time positions as necessary, according to adopted policies;
- B. establish employee benefit programs and enter into contracts for social security, group insurance or other benefits;

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- C. receive, administer and dispense funds from municipal, state, federal or other sources;
- D. borrow and/or contract for the repayment of funds, and when the amount of the proposed borrowing exceeds 1_% of the total budget figure for the COG, including fund balances, or when the instrument for repayment of that debt has a term of five years or more, unanimous approval of all municipalities is required.
- E. with unanimous approval of all member municipalities, acquire, manage, license, lease or dispose of real property, as specified in these Articles of Agreement and in accordance with executed contracts;
- F. acquire, manage, license, or dispose of personal property as specified in these Articles of Agreement and in accordance with executed contracts;
- G. establish in these Articles of Agreement such organizational structure as deemed necessary;
- H. contract for services;
- I. initiate, advise, aid in the establishment of or amend cooperative agreements among local governments in the region;
- J. propose, initiate, implement or revise studies, policy discussions and plans for the Slate Belt COG;
- K. make recommendations to any local governments or other appropriate agencies or entities; and
- L. take other actions consistent with the enabling legislation and the terms of these Articles of Agreement.

ARTICLE IV: MEMBERSHIP

- A. **Eligibility:** Voting membership shall be open to those municipalities and school district identified in the Preamble and such other members admitted to membership pursuant to

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Subparagraph C hereunder.

Non-voting membership shall be open to any organization designated by the voting membership.

- B. **Representation:** Each member shall be represented by the organization's designated delegate. An alternate shall be permitted to attend when the designated delegate is absent.
- C. **Admission:** Each member must subscribe by ordinance to these Articles of Agreement and agree to be bound to the extent provided in these Articles and other agreements adopted by the Slate Belt COG and its members.

Additional municipalities and school districts may become members of the Slate Belt COG in accordance with the following procedures:

1. The municipality wishing to be considered for membership shall submit a letter of interest to the General Forum.
2. Upon receipt of a request for admission to membership; the General Forum shall consider how the expanded membership will affect the Slate Belt Area's common interests and its ability to accomplish its stated purposes.
3. The General Forum will approve or disapprove the membership request within 90 days of its receipt. All membership actions shall require approval by all the current member municipalities and school district.
4. In approving a membership request, the General Forum shall state the terms and conditions for membership, which may include, but not be limited to, proportionate reimbursements for past capital expenditures.
5. If the General Forum approves a request, a municipality shall signify its acceptance of the terms of membership by enacting within 60 days an ordinance approving the Articles of Agreement and other terms and conditions.

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6. The General Forum may approve contracts to provide services to non-member municipalities and other agencies without requiring membership as a condition of participation.

D. Classification of Members: The General Forum shall determine the appropriate membership category for all members. Member classification is as follows:

a. Regular Members: This class shall consist of municipalities and school districts that are wholly or in partly within the Slate Belt Region. Members of this class shall have the privileges and services of the SB-COG. Regular Members shall appoint a representative, with an alternate, who will vote representing the member. Each Regular Member shall have one floor vote at meetings of the General Forum (Board of Director's) meeting.

b. Associate Members: This class shall consist of municipalities and school districts that are wholly or in part within the Slate Belt Region. This class of members shall have all privileges of the SB-COG except the right to floor vote.

c. Affiliate Members: This class of members shall consist of members who have an interest in the mission and goals of the SB-COG. Examples of this type of member would be authorities, associations, not-for-profit corporations, and nearby municipalities. Affiliate Members shall receive select mailings and information from the SB-COG and shall be excluded from participating in the governance of the SB-COG.

D. E. Withdrawal: A member municipality or school district shall have the right to withdraw from the Slate Belt COG at the end of any calendar year by giving twelve months prior written notice to the COG Chair and the Executive Director. This notice shall be in the form of an ordinance approved by the elected Board/Council. A municipality or school district's withdrawal will in no way serve to void or lessen any previous financial obligation incurred by that municipality as a member of the Slate Belt COG.

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ARTICLE V: ORGANIZATION

A. **Officers:** The officers of the Slate Belt COG shall be a chair and vice chair/chair elect, and such other officers as from time to time shall be provided for by the General Forum. Officers shall be elected at the Slate Belt COG's organizational meeting from the membership of the General Forum, and shall hold office for one year from the organizational meeting until their respective successors have been duly elected. No person shall hold more than one office, except that the chair and vice chair/chair elect shall simultaneously serve as the chair and vice chair/chair elect of the Executive Committee. If both the chair and vice chair/chair elect refuse or are unable to serve, the General Forum shall appoint an acting chair.

1. Office of the Chair - The chair shall succeed to the office from the office of the vice chair/chair elect. The chair shall preside at all meetings of the General Forum. The chair shall: appoint special committees, which the General Forum may from time to time deem necessary; decide all questions of order; and have other powers and perform such other duties as are incumbent upon the office.

The Office of the Chair may also be referred to as the President of the SB-COG Board of Directors.

2. Office of the Vice Chair/Chair Elect - The vice chair/chair elect shall be nominated by the Executive Committee, considering the established rotation of the municipalities. The vice chair/chair elect shall perform and have powers of the chair when the chair is absent, is unable to, or refuses to serve. If the office of chair becomes vacant, the vice chair/chair elect shall become acting chair for the unexpired term and a new acting vice chair/chair elect shall be elected at the next General Forum meeting. At the next General Forum organizational meeting these positions will become chair and vice chair/chair elect, respectively.

At the conclusion of a normal term of the chair, the vice

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chair/chair elect shall automatically succeed to the office of chair at the next General Forum organizational meeting.

In the event the vice chair/chair elect is not re-elected, is unable to serve, or is removed for any reason at the municipal elections, that individual's Board/Council shall appoint a replacement who will assume all the responsibilities of the position.

The Office of the Vice Chair/Chair elect may also be referred to as the Vice President or Chair elect of the SB-COG Board of Directors.

B. **Executive Director:** The General Forum shall appoint an executive director to manage the affairs of the Slate Belt COG, subject to the provisions of these Articles of Agreement and such policies as may be adopted by the General Forum. The executive director shall:

1. be, ex officio, the secretary of the Slate Belt COG and shall keep an accurate record of the proceedings of the General Forum;
2. prepare the budget for review by the Finance Committee, and upon its approval by the General Forum, have authority to disburse the sums as appropriated;
3. be, ex officio, the treasurer of the Slate Belt COG, and shall be responsible for the accounting records and financial statements for the General Forum for the Slate Belt Area;
4. have the responsibility of proposing policies, programs and services for consideration by the General Forum, and shall have responsibility for implementing such policies;
5. appoint and discharge all Slate Belt COG employees, consistent with the guidelines set forth in the Personnel Policy and the program agreements, except agency directors whose appointment or dismissal shall require the prior concurrence of the Executive Committee;

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6. propose and coordinate revisions to the Slate Belt COG's Personnel Policy, Position Classification Plan, and Employee Performance Evaluation Program.
- C. **Solicitor:** The Slate Belt COG General Forum shall appoint a solicitor, who shall be the chief consultant of the Slate Belt COG in all legal matters.
- D. **General Forum:**
 1. ~~General Policy Body~~ The General Forum shall be the general policy body of the Slate Belt COG.

1. General Policy Body - The General Forum shall be the general policy body of the Slate Belt COG. The General Policy Body may also be referred to as the Board of Directors.
 2. Meetings - The General Forum shall meet at least six times a year. Additional meetings may take place upon call of its chair or Executive Committee or by petition of two or more of the member municipalities. During the month of January, the General Forum shall conduct an organizational meeting to select Officers and designate regular meeting dates. Except in extreme emergency, a special meeting shall require that a minimum notice of one week be provided to the chair/president or manager of each municipality.
 3. Responsibilities - As the general policy body of the Slate Belt COG, the General Forum is responsible both for considering and for carrying out the programs and functions agreed to by the participating municipalities. The General Forum, in accordance with all provisions of these Articles, shall:
 - a) annually install the vice chair/chair elect as the current year's chair, and elect a vice chair/chair elect and other officers as required;
 - b) adopt a budget for the next fiscal year;
 - c) resolve membership and participation questions;
 - d) act on amendments to the Articles of Agreement;

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- e) act on all proposals to initiate, continue, modify or discontinue any programs or functions of the COG;
- f) appoint and dismiss executive director;
- g) appoint a solicitor;
- h) adopt a Personnel Policy, Position Classification Plan, and Employee Evaluation Program.

E. **Committees:** The General Forum may establish such standing, special or ad hoc committees as deemed appropriate to conduct its business. Standing committees may include, but not be limited to, Executive, Finance, Public Services, Personnel, Code Administration, and Transportation Committees. The following policies shall apply:

1. Membership - Standing committees shall consist of one representative appointed by each Slate Belt COG member. The chair and vice chair/chair elect of COG shall serve on the Executive Committee as the representatives of their respective municipalities.
2. Meetings - Standing committees usually meet monthly or upon call of the chair, or at the direction of the General Forum, or upon call of two or more of the voting membership of the Committee. All standing committees shall meet and hold a reorganizational meeting to elect a chair before the organiza-tional General Forum meeting scheduled in January each year.
3. Representatives - It is the intent of the General Forum that municipal representatives to COG standing committees shall be elected board/council members. From time to time, however, scheduling conflicts may arise that reasonably preclude an elected official from attending an assigned committee meeting. In those cases, the municipality's elected representative may authorize an appropriate elected or appointed official to attend the meeting. The voting powers of any alternate representative shall be determined in advance by the municipal board/council, and shall be

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communicated to the Slate Belt COG executive director each January.

4. Responsibilities - Standing committees established by the General Forum shall have the following responsibilities:

a) **Executive Committee:**

- I) To nominate officers to the General Forum for approval and election.
- ii) To set the meeting agenda for the General Forum.
- iii) To annually evaluate the work performance of the executive director.
- iv) To refer questions to the appropriate COG committee for response.

b) **Finance Committee:**

- I) To recommend an annual budget to the General Forum.
- ii) To recommend revisions of the annual budget to the General Forum as necessitated by changing conditions.
- iii) To conduct or initiate studies and make recommendations concerning COG financial matters as directed by the General Forum.

c) **Transportation Committee:**

- I) To study and prepare recommendations on matters identified by the General Forum which relate to regional transportation issues.
- ii) To discuss, as appropriate, matters considered by the Metropolitan Planning Organization (MPO).

Elected officials who serve on the MPO are the Slate Belt Area's representatives to the Transportation Committee.

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d) **Public Services Committee:**

- i) To study issues assigned by the General Forum.
- ii) To recommend programs, project initiatives, or other actions to the General Forum.

e) **Code Administration Committee:**

- i) To provide policy guidance on the operation of the Code Administration Office and make recommendations for policy changes to the participating municipalities through the General Forum.
- ii) To direct periodic reviews and modifications to proposed BOCA or other adopted national codes and make recommendations to the participating municipalities through the General Forum.

f) **Personnel Committee:**

- i) To study, define, and make recommendations for Slate Belt COG personnel policies and procedures through the General Forum.
- ii) To periodically review the Slate Belt COG's Personnel Policy, Position Classification Plan, and Employee Evaluation Procedures to keep them current and operating effectively.
- iii) To act as the Slate Belt COG personnel grievance resolution committee.

- F. **Rules of Order:** Any matter pertaining to the conduct of any meeting and the procedure thereof shall be governed by the latest edition of Roberts' Rules of Order.

ARTICLE VI: QUORUM & VOTING

- A. **Voting:** Each municipality shall have one "unit vote;" however to facilitate conducting ordinary business at the General Forum, the chair may use a majority vote of those present as a procedure to be followed in passage of motions and resolutions. Any member of

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the General Forum shall have the right to call for a "unit vote" on an issue being voted upon, at any time. A call for a "unit vote" shall void any action on the motion or resolution ruled upon by the majority vote procedure.

B. **Quorum:** A quorum of the Slate Belt COG General Forum shall be declared if:

1. A majority of the members represented by at least one elected official each.

A quorum of a standing committee shall consist of a simple majority of its total voting membership.

ARTICLE VII: FINANCING

A member participating in the Slate Belt COG is responsible for contributing to the cost of operating the Slate Belt COG and its agencies; and, the costs will be set by the General Forum in the annual budget. The member financial obligations are funding the budget for the Office of the Administration; and contributing toward the programs in which a municipality participates.

A. **Financial Obligations:**

1. Administrative Financing - To recognize the shared commitment to the Slate Belt COG, all member municipalities shall fund the budget for the Office of Administration according to the COG Formula, as defined below.

- a) COG Formula for assessment shall be determined each year by the members.

2. Program Financing -

- a) **Slate Belt COG member** - A member is only obligated to contribute to those programs in which it participates. The member shares of these programs shall be supported as established in Article IX.

- b) **Non-member Organizations** - Non-member organiza-

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tions may participate in COG programs with the approval of the General Forum. Program costs for these organizations shall be set by the General Forum utilizing any method it deems appropriate.

B. Financial Procedures:

1. Slate Belt COG members shall pay an annual assessment for administrative expenses in the amount of \$2,000.00.
2. Payments must be received or postmarked by the due date set by the General Forum or penalty will be assessed at a rate established by the General Forum.

ARTICLE VIII: ACQUISITION & DISPOSAL OF PROPERTY

A. Acquisition: In order to implement this Agreement, the Slate Belt COG may purchase or lease real estate, vehicles, equipment, furnishings or other items. All purchases and/or leases of real property and/or buildings shall be authorized upon approval of all member municipalities.

1. Purchases shall be made in accordance with the requirements of Section 7.1 of the Intergovernmental Cooperation Law.
2. Purchases shall be made within the amounts appropriated in the annual Slate Belt COG Budget, unless otherwise approved by the General Forum.
3. Purchases shall be made in conformance with the policies of the Slate Belt COG and by persons authorized by the Executive Director.

B. Sale or Disposal: The following procedures will apply to transfer, sale or disposal of Slate Belt COG property:

1. Transfers among COG Agencies - Upon approval of the Executive Director, personal property used by one COG

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agency may be transferred or sold to another COG agency provided the Executive Director determines that the cost reasonably reflects the value of the personal property.

2. Sale or Disposal - The sale or disposal of any Slate Belt COG property, vehicles, office furniture, supplies and equipment shall take place in the following manner:

- a) It may be offered for sale at fair market value to a municipal government or school district. If none are interested, the General Forum shall authorize sale to the general public at a publicly advertised, sealed bid or auction. The COG may reserve the right to set a minimum price and to reject any or all bids.
- b) Proceeds from the sale of personal property shall be accredited to the program or agency offering the item for sale.
- c) Proceeds from the sale of real property shall be accredited to the participating municipalities in accordance with the COG formula in effect at the time of purchase.

C. Sale or Disposal Upon Termination - The following procedures shall apply to the sale or disposal of Slate Belt COG property in the event one or more programs is terminated:

1. It may be offered for sale at fair market value to a municipal government or school district. If none are interested, the General Forum shall authorize sale to the general public by publicly advertised, sealed bid or auction. The COG may reserve the right to set a minimum price and to reject any or all bids.
2. Proceeds from the sale shall be distributed to each participating municipality in accordance with the current COG formula in effect for that program at the time of termination, unless one or more municipalities have withdrawn from the program(s) within the previous two years, in which case proceeds shall be distributed to all

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current and previously participating municipalities on a pro-rata basis in accordance with estimated program funding from each municipality.

3. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: PROGRAM PARTICIPATION

Upon admission to membership in the Slate Belt COG, a member has the right to participate in any program offered. Programs are activities performed by agencies of the Slate Belt COG on behalf of the member municipalities which relate to production and provision of governmental services to the public. Programs have the following characteristics: 1) they produce a service or other clearly definable outputs; and 2) they are expected to have an on-going commitment of personnel, capital and financial resources.

A. Admission:

Municipal and non-municipal organizations may participate in a program in one of three ways:

1. Those belonging to the Slate Belt COG have a voice in all aspects of the program, beginning with the design and adoption of the program articles of agreement.
 - a) To participate in a program, a Slate Belt COG member must agree to the articles of agreement for that

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program and file a signed copy with the Executive Director. These articles shall establish the specific terms and conditions for membership, as well as the scope of services that will be provided, and shall indicate under what circum-stances those services may be expanded or reduced.

2. At the discretion of the General Forum, those not belonging to the Slate Belt COG may obtain a program service as a participant and receive representation and one vote on that program committee, commission, or board.
 - a) Program costs for non-member municipal and non-municipal organizations shall be set by the General Forum.
 - b) Examples of such groups include but are not limited to municipal or county governments, authorities, school districts, and universities.
3. At the discretion of the General Forum, those not belonging to the Slate Belt COG may obtain a program service by contract. They do not receive representation or vote on any program committee, commission, or board.
 - a) Program costs for non-member municipal and non-municipal organizations shall be set by the General Forum.
 - b) Examples of such groups include but are not limited to municipal or county governments, authorities, school districts, chambers of commerce, and universities.

B. Powers & Responsibility:

1. Voting -

- a) A participant who is a member of the Slate Belt COG shall have the right to vote both in the program committee and in the General Forum on issues

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regarding the program.

Member municipalities who are not participants in an established program shall abstain where the vote is related solely to the program.

- b) A participant who is not a member of the Slate Belt COG may have the right to vote on issues coming before the program committee if such right has been granted by the General Forum.

2. Withdrawal -

- a) Slate Belt COG members shall have the right to withdraw from a program at the end of any calendar year by giving twelve months prior written notice to the COG chair and the executive director. This notice shall be in the form of an ordinance approved by the governing body of the organization. Withdrawal will in no way serve to void or lessen any previous financial obligation incurred by that participant, and will not affect membership in the Slate Belt COG.
- b) Those not belonging to the Slate Belt COG may withdraw from a program as provided in the articles of agreement for that program. Withdrawal will in no way serve to void or lessen any previous financial obligation incurred by that participant.

C. **Program Cost:**

- 1. A participant who is a member of the Slate Belt COG is responsible for contributing to the costs of that program. The costs shall be established by the General Forum in the annual Slate Belt COG Budget. Contributions may be calculated on the basis of the COG formula, user fees, or another formula as determined by the articles of agreement for that program or the General Forum.
- 2. A participant who is not a member of the Slate Belt COG is responsible for contributing to the costs of that program in

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accordance with the terms and conditions established for participation.

3. A non-Slate Belt COG member receiving program services by contract shall be responsible for contributing to the costs of that program. Program costs for the non-member shall be set by the General Forum.

ARTICLE X: AMENDMENTS

Amendments to the Articles of Agreement must be initially approved by a majority vote of the General Forum. In order to be adopted, the amendment must be approved by a unanimous vote at a second General Forum meeting. Amendments shall not be effective until approved by each member municipality in the same manner as this Agreement.

IN WITNESS WHEREOF, the elected representatives of the members comprising the Slate Belt Area hereto have caused this Agreement to be executed by their proper officers pursuant to the authority vested in them by the governing bodies, on the dates set forth hereinafter.

BOROUGH OF BANGOR

ATTEST:

BY: _____

Secretary

DATED: _____

BOROUGH OF EAST BANGOR

ATTEST:

BY: _____

Secretary

DATED: _____

TOWNSHIP OF LOWER MOUNT BETHEL

ATTEST:

BY: _____

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Secretary DATED: _____

BOROUGH OF PEN ARGYL

ATTEST:

BY: _____

Secretary DATED: _____

TOWNSHIP OF PLAINFIELD

ATTEST:

BY: _____

Secretary DATED: _____

BOROUGH OF PORTLAND

ATTEST:

BY: _____

Secretary DATED: _____

BOROUGH OF ROSETO

ATTEST:

BY: _____

Secretary DATED: _____

BOROUGH OF WIND GAP

ATTEST:

BY: _____

Secretary DATED: _____

#1-2008

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UPPER MOUNT BETHEL TOWNSHIP

ATTEST:

BY: _____

Secretary

DATED: _____

WASHINGTON TOWNSHIP

ATTEST:

BY: _____

Secretary

DATED: _____

BANGOR AREA SCHOOL DISTRICT

ATTEST:

BY: _____

Secretary

DATED: _____

PEN ARGYL AREA SCHOOL DISTRICT

ATTEST:

BY: _____

Secretary

DATED: _____

COUNTY OF NORTHAMPTON

ATTEST:

BY: _____

Secretary

DATED: _____

PLEASE BRING THIS PROPOSED AMENDMENT TO YOUR GOVERNING BODY FOR A TWO STEP PROCEDURE TO LOCALLY APPROVE THE PROPOSED AMENDMENTS TO THE SLATE BELT COUNCIL OF GOVERNMENTS BY-LAWS. WE BELIEVE THAT A TWO STEP PROCESS IS REQUIRED-HOWEVER, WE RECOMMEND THAT YOU SEEK ADVICE FROM YOUR SOLICITOR.

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PROPOSED MOTION AT FIRST MEETING: I _____ MOVE THAT WE ADOPT AN ORDINANCE TO APPROVE THE PROPOSED AMENDMENTS SHOWN IN GREEN WITH DOUBLE UNDERLINING AND THOSE PRINTED IN RED IN BOXES ARE HEREBY PRELIMINARILY APPROVED BY OUR GOVERNING BODY. VOTE _____

PROPOSED MOTION AT SECOND MEETING: I _____ MOVE THAT THE PROPOSED ORDINANCE TO AMEND THE SLATE BELT COUNCIL OF GOVERNMENTS ARTICLES OF AGREEMENT AS SHOWN IN GREEN WITH DOUBLE UNDERLINING AND THOSE PRINTED IN RED IN BOXES ARE HEREBY FINALLY APPROVED BY OUR GOVERNING BODY. VOTE _____

PLEASE NOTE THAT IF YOUR GOVERNING BODY WISHES TO ONLY APPROVE PART OF THE RECOMMENDED SB-COG BY-LAWS AMENDMENTS, THEN IN YOUR MOTION PLEASE INDICATE WHICH PROPOSED AMENDMENTS YOU APPROVE AND WHICH YOU DO NOT APPROVE AT THIS TIME. IF POSSIBLE, INDICATE ANY COMMENTS OR OBJECTIONS THAT YOU MAY HAVE REGARDING THOSE AMENDED SECTIONS THAT YOU DO NOT APPROVE.

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