

SAMPLE

Bylaws for a Multi-Municipal Local Agency

Notes to user – There are some sections that require individualized input. These sections are indicated with a blank, underlined space. There are many other sections that have alternate responses that require a selection is chosen. These selections are italicized and have capitalized, italicized instructions placed in parenthesis ahead of the selections.

Article I. **County Sanitary Committee**

Section 1.01 The County Sanitary Committee, herein after “Committee”, was created by ordinance(s) adopted by the member municipalities listed below on the dates so indicated.

(LIST HERE)

(MEMBER MUNICIPALITY ORDINANCE ADOPTION DATE)

Section 1.02 The Committee’s purposes are to:

- (a) Protect the health, safety, and welfare of the residents and landowners in the Member municipalities;
- (b) Administer the PA Sewage Facilities Act as amended and the regulations promulgated thereunder;
- (c) *(ADD OTHERS LISTED IN CREATED ORDINANCE)*

Section 1.03 All words defined in the ordinance creating the Committee shall have the same meanings herein.

Article II. **Member Representatives and Alternates Voting**

Section 2.01 As soon as possible, but no later than 30 days after the adoption of an ordinance creating the Committee, every member shall, by action of its Governing Body, appoint a Representative and, at its option, may also appoint an Alternate Representative to the Board.

Section 2.02 Each Representative and Alternate shall be an individual who must be

(CHOOSE EITHER OR BOTH TO COMPLETE THE SENTENCE)

- (a) a member of the Governing Body of the member municipality that he or she represents;*
- (b) the municipal Secretary.*

Section 2.03 In the event that a Representative ceases to meet the qualifications of Article II, Section 2.02 above, his/her appointment shall terminate coincident with the date of their loss of qualifying credential and the Governing Body shall, as soon as possible thereafter, appoint a successor.

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 2.04)

Section 2.04 *At the first meeting of the Board, the terms of the individuals appointed pursuant to Section 2.01 of this Article shall be established as follows:*

- (a) *The total number of Representatives shall be divided into three groups;*
- (b) *If the three groups are not equal in number, the remainder shall be distributed one each into any of the three groups thus created, provided that no group has more than one constituent more than any other group;*
- (c) *Three pieces of paper each bearing either the number one, two or three shall be put in a hat;*
- (d) *One member of each group shall draw one piece of paper;*
- (e) *The number drawn indicates the initial term in years that each member of that group shall serve;*
- (f) *Representatives and Alternates shall serve until their member municipality's reorganizational meeting immediately following the completion of their term;*
- (g) *At such reorganizational meeting, the Governing Body of the municipality shall appoint its Representative and, if it so chooses, an Alternate Representative;*
- (h) *As the term of each of the original Representatives ends, the next Representative and Alternate appointed by the respective Governing Bodies shall serve for a term of three years;*
- (i) *In the event a municipality must appoint a replacement Representative or Alternate, the individual so appointed shall serve for the balance of the term of the individual being replaced;*
- (j) *In the event additional municipalities join the Committee, the initial term of the Representative and Alternate shall be two years from the date of inclusion and, thereafter, the term shall be three years as described in this section;*
- (k) *In the event a member withdraws, such withdrawal shall have no effect on the terms of other members' Representatives.*

Section 2.04 *Each Representative and Alternate shall serve until they are replaced by the Governing Body that made the initial appointment.*

Section 2.04 *There shall be an annual meeting of all member municipalities.*

- (a) *Each member municipality shall participate through the attendance of one or more members of its Governing Body;*
- (b) *Each member municipality shall be entitled to one vote on any question before the body so assembled;*
- (c) *The body so assembled shall elect from those present a Board of Directors consisting of (NUMBER) individuals who will oversee the day-to-day business of the Committee;*

(SELECT AS NEEDED)

- (1) *(NUMBER) of the Board members shall be from townships of the second class;*
- (2) *(NUMBER) of the Board members shall be from first class townships;*

- (3) *(NUMBER) of the Board members shall be from boroughs;*
- (4) *Only one Board member may be selected from any member municipality;*
- (d) *The total number of Directors shall be divided into three groups;*
- (e) *If the three groups are not equal in number, the remainder shall be distributed one each into any of the three subsets thus created, provided that no group has more than one constituent more than any other group;*
- (f) *Three pieces of paper each bearing either the number one, two or three shall be put in a hat;*
- (g) *One member of each group shall draw one piece of paper;*
- (h) *The number drawn indicates the initial term in years that each member of that group shall serve;*
- (i) *Board members shall serve until the Representative's member municipality's reorganizational meeting immediately following the completion of their term;*
- (j) *At such annual meeting, Directors shall be elected to fill the seats of Directors whose terms have expired;*
- (k) *In the event that a Director ceases to meet the qualifications of Article II, Section 2.02 above, his/ her term shall terminate coincident with the date of their loss of qualifying credential, and the remaining Directors shall, as soon as possible thereafter, appoint a successor to complete the balance of the term of the individual so replaced;*
- (l) *In the event additional municipalities join the Committee or a member withdraws, such increase or decrease shall have no immediate effect on the Board of Directors.*

Article III. **Offices**

Section 3.01 From the Representatives to the Committee, the Board shall elect officers.

Section 3.02 The Officers shall constitute the Executive Committee which shall have the full power and authority to act for and on behalf of the Board between Board meetings.

Section 3.03 The Chairman or President shall:

- (a) Preside at all meetings of the Committee or Executive Committee;
- (b) Have all the duties and responsibilities of every other Representative, including:
 - (1) the power to vote on all actions before the body;
 - (2) the ability to make motions for the body's consideration;
- (c) Other provisions of these Bylaws shall not be construed to negate Article III, Section 3.03(b)(1) and (2) herein.

Section 3.04 The Vice-Chairman or Vice-President shall act for the Chairman or President in his absence.

Section 3.05 The Secretary shall, with the assistance of the Committee's employees:

- (a) Keep the records of the Committee;
- (b) Prepare draft minutes of each meeting, distribute same to all Board members and maintain the approved minutes in a safe and secure manner;
- (c) Notify all members of committee meetings and hearings;
- (d) Cause to be published in a newspaper of general circulation notices of all meetings and hearings so as to comply with the Pennsylvania Sunshine Act (65 Pa. C.S.A. 701 et.seq.);
- (e) Receive, distribute, and file correspondence, and prepare correspondence as may be directed by the Board, Chairman or President;
- (f) Perform such duties as are normally associated with the role of Secretary.

Section 3.06 The Treasurer shall, with the assistance of the Committee's employees, be in charge of the general financial affairs of the Committee, and shall:

- (a) If required by the Board, be bonded for faithful performance, and the Committee may purchase the bond in an amount set by the Board and in a form approved by the solicitor;
- (b) Maintain a record of all receipts and disbursements;
- (c) Annually submit the records for audit by

(CHOOSE ONE OF THE FOLLOWING OPTIONS TO COMPLETE THIS SENTENCE)

- (1) an Auditing Subcommittee of three members of the Board, except that the Treasurer shall not be a member of this subcommittee;*
- (2) a CPA doing business in the community;*
- (d) Perform such duties as are normally associated with the role of Treasurer.

Section 3.07 The offices of Secretary and Treasurer may be held by one person. If the offices are held by one individual, the provisions of Sections 3.05 and 3.06 of this Article shall apply.

Section 3.08 At the end of their term of office, the Secretary, Treasurer, or Secretary-Treasurer shall turn over to their successor(s) all records, books, papers and other data, whether printed or maintained in an electromagnetic/electronic file system (computer, hard drive, magnetic tape or computer disk, CD ROM or similar device).

Section 3.09 All records maintained by the Secretary, Treasurer, or Secretary-Treasurer are the property of the Committee.

Section 3.10 All checks drawn on accounts of the Committee shall be signed by the Treasurer and
(CHOOSE ONE OF THE FOLLOWING OPTIONS TO COMPLETE THIS SENTENCE)

- (a) any other member of the Executive Committee.
- (b) office manager (a staff person).
- (c) SEO (a staff person).
- (d) Financial Secretary (a staff person).

Section 3.11 All requests for payment of bills must be in writing and approved by the Office Manager.

Article IV. **Meetings**

Section 4.01 The Board shall have no less than (POPULATE BASED ON SELECTION OF SECTION 4.02 CHOSEN BELOW) meetings each calendar year.

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 4.02)

Section 4.02 The Board shall meet at least twice annually:

- (a) In January to reorganize through the election of officers, renew professional service contracts and appoint Representatives to subcommittees;
- (b) In November to, at a minimum, adopt a budget and fee schedule for the next calendar year;
- (c) At other times at the call of the Chairman or President.

Section 4.02 The Board shall meet at least quarterly at the time(s) and place(s) set by the Board.

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Section 4.03 The Chairman or President shall call a meeting of the Committee upon written request of three or more Representatives.

Section 4.04 All Board meetings shall be open to the public and advertised pursuant to the Pennsylvania Sunshine Act.

Section 4.05 The Board may meet in executive session pursuant to the provisions of the Pennsylvania Sunshine Act.

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 4.06)

Section 4.06 Representatives shall serve without compensation, except as provided for those assigned to Hearing Boards as provided elsewhere in these Bylaws.

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(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 4.07)

Section 4.07 Business shall be conducted in an orderly manner as established by the Chair.

Section 4.07 Business shall be conducted according to "Robert's Rules of Order".

Section 4.08 Every Board member and every member municipality shall receive a copy of the draft minutes of all Board and Executive Committee meetings within 5 business days of the date of the meeting.

Section 4.09 Every Board member and every member municipality shall receive the meeting notice and a copy of the agenda no less than 5 business days prior to the date of every Board and Executive Committee meeting.

Section 4.10 A quorum shall be necessary to conduct the business of the Board and Executive Committee.

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 4.10(a))

- (a) A quorum of the Board shall be 1/2 of the total number of occupied seats on the Board;*
- (a) A quorum of the Board shall be 1/2 of the total number of seats on the Board;*
- (a) A quorum of the Board shall be 1/3 of the total number of occupied seats on the Board;*
- (a) A quorum of the Board shall be 1/3 of the total number of seats on the Board;*
- (a) A quorum of the Board shall be (NUMBER);*

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 4.10(b))

- (b) A quorum of the Executive Committee shall be 1/2 of the total number of occupied seats on the Executive Committee.*
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- (b) A quorum of the Executive Committee shall be 1/3 of the total number of occupied seats on the Executive Committee.*
- (b) A quorum of the Executive Committee shall be 1/3 of the total number of seats on the Executive Committee.*
- (b) A quorum of the Executive Committee shall be (NUMBER).*

Section 4.11 All actions on matters before the Committee or Executive Board shall be by

(CHOOSE ONE OF THE FOLLOWING OPTIONS TO COMPLETE THIS SENTENCE)

- (a) a majority of the Representatives on the Committee or on the Executive Board, whichever is meeting.*
- (b) a majority of the Representatives present and voting.*

Section 5.01 There are hereby created and constituted the following subcommittees to carry out the duties of the Committee which are reserved exclusively for the Committee.

Section 5.02 The Chairman or President shall appoint subcommittee members from the entire body of Representatives and shall designate the chairperson of each subcommittee.

Section 5.03 Subcommittee members shall serve for one year or until a successor to their respective subcommittee seat is appointed.

Section 5.04 The Auditing Subcommittee shall be composed of three Representatives appointed by the Chairman or President, none of whom shall be the Treasurer or Secretary-Treasurer when one individual holds those dual offices.

- (a) The Auditing Subcommittee shall be appointed by November 15 of each year and shall complete and submit its audit to the Committee coincident with the first Committee meeting of the year;
- (b) The Treasurer or Secretary-Treasurer shall make the books and records available to the Audit Subcommittee at times and locations that are mutually acceptable.

Section 5.05 The Finance Subcommittee shall be composed of (*NUMBER*) Representatives appointed by the Chairman or President, one of whom shall be the Treasurer or Secretary-Treasurer.

- (a) This Finance Subcommittee shall prepare and by November 15th submit to the Committee a balanced budget for the following year. In the conduct of its work, the subcommittee shall:
 - (1) Receive the support and assistance of the Treasurer or Secretary-Treasurer and any employees, as said Committee deems appropriate;
 - (2) Include in the revenue projections the proceeds of a reimbursement grant from the DEP;

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 5.05(a)(3))

- (3) *Propose a fee schedule, for the services and activities of the Committee's employees and staff, which covers all direct and indirect costs associated with the particular fee supported activity;*
 - (3) *Propose a fee schedule, for the services and activities of the Committee's employees and staff, which covers all direct and indirect costs associated with all activities that are not subject to DEP reimbursement grants;*
- (b) During the preparation of an annual budget, in the event of a projected revenue shortfall or in the event of an actual revenue shortfall, the Finance Subcommittee shall immediately propose a plan to the Committee which will make up the shortfall through an equitable assessment or surcharge on all member municipalities.

Section 5.06 A Hearing Board Subcommittee, known as a Hearing Board, shall be appointed by the President or Chairman when any of the Committee's SEO employee's official actions is appealed and it is necessary to conduct a hearing pursuant to the Local Agency Law.

- (a) A separate Hearing Board consisting of three Representatives shall be constituted for every appeal;

- (b) A member municipality's Representative shall NOT serve on a Hearing Board which will conduct an appeal hearing, the basis of which is a location in that Representative's appointing municipality;
- (c) All hearings shall be conducted in conformity with the Local Agency Law, the Pennsylvania Sunshine Act and all other applicable state or federal statutes, rules, and regulations;

(CHOOSE OPTIONAL SECTION 5.06(d) IF APPLICABLE)

- (d) *Representatives appointed to a Hearing Board shall be entitled to compensation at the rate of \$100 for each appeal for which the Hearing Board issues adjudication.*

Section 5.07 Ad hoc subcommittees may be constituted by action of the Board or Executive Committee, and members shall be appointed by the President or Chairman. Every ad hoc subcommittee shall have:

- (a) At least three Representative members;
- (b) A clearly defined assignment and end product;
- (c) A clearly defined performance deadline;
- (d) A clear understanding of the resources assigned to enable the completion of the assignment;
- (e) Employee support as directed by the Board or Executive Committee;
- (f) An expiration date.

Article VI. **Employees and Consultants**

Section 6.01 To conduct the work envisioned and enumerated as the Purposes for which it was created, the Committee shall have the responsibility and power to:

- (a) Hire, fire, promote, demote, train and establish employee relationships with individuals as it deems necessary;
- (b) Establish relationships by contract or other agreement with individuals or firms to secure professional consulting services such as, but not limited to:
 - (1) Professional engineer;
 - (2) Soil scientist meeting the criteria in the Act as amended;
 - (3) Solicitor;
 - (4) Court reporter;
- (c) To establish criteria suitable for screening applicants for employment or potential consultants.

(CHOOSE ONE OF THE FOLLOWING OPTIONS FOR SECTION 6.02)

Section 6.02 *The powers in Section 6.01(a) and (b) of this Article are reserved exclusively for the Committee.*

Section 6.02 *The powers in Sections 6.01(a) and (b) of this Article may, in whole or in part, be delegated to the Executive Committee.*

Section 6.02 *The powers in Sections 6.01(a) and (b) of this Article may, in whole or in part, be delegated to the Committee Administrator by action of the Committee.*

Section 6.03 The Committee shall, at its expense and in an amount not less than the maximum sum expected to be in the Committee's accounts, purchase a fidelity bond guaranteeing the faithful performance of every employee who handles any moneys on behalf of the Committee.

Section 6.04 The Committee shall cause to be written and shall review, adopt, implement and periodically review:

- (a) Job descriptions for every class or category of employee;
- (b) Reporting requirements for each class of employee to keep the Committee apprised of their activities in various aspects of the Committee's work;
- (c) Scope of work statements for each professional engaged pursuant to Section 6.01(b) of this article;
- (d) A personnel policy setting forth:
 - (1) Employee benefits such as a health insurance program;
 - (2) Vacation policy;
 - (3) Sick leave;
 - (4) Retirement program;
 - (5) Continuing education;
 - (6) A discipline and grievance procedure.

Article VII. **Amendments**

Section 7.01 These Bylaws may be amended at any meeting of the Board provided that a written copy of the proposed amendment has been distributed to:

- (a) Every Representative;
- (b) The secretary of every member municipality.

Section 7.02 Amendments shall take effect upon their adoption unless the amendment incorporates a different effective date.

Section 7.03 Within 15 days following adoption of an amendment to these Bylaws, each member municipality and Representative shall receive an updated copy of the entire Bylaws document incorporating the amendatory language.

Article VIII. **Effective Date**

Section 8.01 These Bylaws shall take effect immediately upon their adoption.

Section 8.02 These Bylaws shall govern all activities of the Committee.

Section 8.03 In the event that the Committee has undertaken any activities before the adoption of these Bylaws, the adoption of these Bylaws shall have no effect upon those activities, and the prior actions of the Committee shall remain in full force and effect until they may be altered, set aside, repealed, revised or otherwise by subsequent Committee action taken pursuant to these Bylaws.

By action of the Committee, these Bylaws are hereby adopted this ____ day of ____, 20__.

ATTEST:

I certify that this is a true and complete copy of the Bylaws of the Committee as adopted on the above referenced date.

(SIGNATURE)

Committee Secretary