

**ORDINANCE ESTABLISHING MEMBERSHIP IN THE UPPER BUCKS COUNTY
MUNICIPAL COOPERATIVE**

EAST ROCKHILL TOWNSHIP

BUCKS COUNTY, PENNSYLVANIA

ORDINANCE NO. _____

AN ORDINANCE OF EAST ROCKHILL TOWNSHIP, PENNSYLVANIA, AUTHORIZING THE BOARD OF SUPERVISORS OF EAST ROCKHILL TOWNSHIP TO ENTER INTO AN INTERGOVERNMENTAL COOPERATION AGREEMENT AND ESTABLISH MEMBERSHIP IN THE UPPER BUCKS COUNTY MUNICIPAL COOPERATIVE, AND ESTABLISHING THE CONDITIONS OF SAID MEMBERSHIP PURSUANT TO THE REQUIREMENTS OF PENNSYLVANIA CONSOLIDATED STATUTES, TITLE 53, SECTIONS 2301 THROUGH 2315, COMMONLY KNOWN AND REFERRED TO AS ACT 180, INTERGOVERNMENTAL COOPERATION LAW, AS AMENDED, OF THE COMMONWEALTH OF PENNSYLVANIA

WHEREAS, Pennsylvania Consolidated Statutes, Title 53, Sections 2301 through 2315, commonly known and referred to as Act 180, Intergovernmental Cooperation Law, is the law governing intergovernmental cooperation within the Commonwealth of Pennsylvania; and

WHEREAS, East Rockhill Township has agreed to cooperate with other municipalities within Upper Bucks County, Pennsylvania, said municipalities likely to include, but not be limited to, Bedminster Township, West Rockhill Township, Hilltown Township, Dublin Borough, Silverdale Borough, Sellersville Borough and Perkasio Borough (hereinafter referred to as “*Member Municipalities*” once said municipalities adopt and approve the requisite ordinance and Intergovernmental Cooperative Agreement and By-laws), in creating the Upper Bucks County Municipal Cooperative for the execution of those municipal functions deemed by East Rockhill Township and the Member Municipalities to be accomplished best through cooperation with each other; and

WHEREAS, the Intergovernmental Cooperation Law of the Commonwealth of Pennsylvania requires that intergovernmental cooperation be established by ordinance by all participating municipalities; and

WHEREAS, East Rockhill Township and the aforementioned Member Municipalities desire the Upper Bucks County Municipal Cooperative to be as useful as possible to East Rockhill Township and the other Member Municipalities, and the residents thereof.

NOW, THEREFORE, upon consideration of the evidence presented at the public hearing, the Board of Supervisors of East Rockhill Township hereby **ORDAINS** as follows:

ARTICLE I. MEMBERSHIP

The Board of Supervisors of East Rockhill Township hereby establishes with the Member Municipalities and enters into, joins and becomes a member of the Upper Bucks County Municipal Cooperative in accordance with the attached Intergovernmental Cooperation Agreement and By-Laws of the Upper Bucks County Municipal Cooperative, and any laws, agreements or contracts which apply.

ARTICLE II. AUTHORIZATION TO ENTER INTO THE INTERGOVERNMENTAL COOPERATION AGREEMENT AND BY-LAWS

The proper officers of the Township are hereby authorized and directed to execute and deliver on behalf of the Township, the Intergovernmental Cooperation Agreement and By-Laws (the "**Agreement**"), in substantially the form attached hereto as *Exhibit "A"*, with respect to the creation, powers and appointment of The Upper Bucks County Municipal Cooperative. The Agreement and By-Laws may be amended from time-to-time by a unanimous voting representation of all Member Municipalities of the Upper Bucks County Municipal Cooperative.

ARTICLE III. AUTHORIZATION OF FURTHER ACTION.

The proper officers of the Township are hereby authorized and directed to take all such actions, execute, deliver, file and/or record all such documents, publish all notices and otherwise comply with the provisions of this Ordinance and the Act insofar as the transaction contemplated by this Ordinance, in the name and on behalf of the Township.

ARTICLE IV. REPEALER

All ordinances and resolutions of the Township inconsistent herewith are hereby repealed to the extent of such inconsistencies.

ARTICLE V. SEVERABILITY

If any sentence, clause, section, or part of this Ordinance is for any reason found to be unconstitutional, illegal or invalid, such unconstitutionality, illegality, or invalidity shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance. It is hereby declared as the intent of the Board of Supervisors of East Rockhill Township that this Ordinance would have been adopted had such

unconstitutional, illegal or invalid sentence, clause, section or part thereof not been included herein.

ARTICLE VI. EFFECTIVE DATE

This Ordinance shall become effective five (5) days after enactment.

ORDAINED AND ENACTED this 11th day of August, 2009.

ATTEST:

EAST ROCKHILL TOWNSHIP
BOARD OF SUPERVISORS

Township Manager

David R. Nyman

Gary W. Volovnik

John R. Cressman

INTERGOVERNMENTAL COOPERATION AGREEMENT AND BY-LAWS

UPPER BUCKS COUNTY MUNICIPAL COOPERATIVE

THIS AGREEMENT, made this _____ day of _____, A.D., 2009, by and between ***EAST ROCKHILL TOWNSHIP***, 1622 Ridge Road, Perkasio, Bucks County, Pennsylvania 18944, ***BEDMINSTER TOWNSHIP***, 3112 Bedminster Road, P.O. Box 92, Bedminster, Bucks County, Pennsylvania 18910, ***WEST ROCKHILL TOWNSHIP***, 1028 Ridge Road, Sellersville, Bucks County, Pennsylvania 18960, ***HILLTOWN TOWNSHIP***, 13 West Creamery Road, P.O. Box 260, Hilltown, Bucks County, Pennsylvania 18927, ***DUBLIN BOROUGH***, 119 Maple Avenue, P.O. Box 52, Dublin, Bucks County, Pennsylvania 18917, ***SILVERDALE BOROUGH***, 100 West Park Avenue, P.O. Box 187, Silverdale, Bucks County, Pennsylvania 18962, ***SELLERSVILLE BOROUGH***, 140 East Church Street, Sellersville, Bucks County, Pennsylvania 18960, and ***PERKASIE BOROUGH***, 621 West Chestnut Street, P.O. Box 96, Perkasio, Bucks County, Pennsylvania 18944 (hereinafter referred to as the "***Member Municipalities***") once said Member Municipalities adopt, execute and approve the requisite ordinance and the Intergovernmental Cooperation Agreement and By-laws).

PREAMBLE

WHEREAS, the Member Municipalities are authorized under the provisions of the Pennsylvania Intergovernmental Cooperation Act, 53 Pa.C.S.A. 2301 et seq., to enter into agreements with other political subdivisions for the purpose of carrying out essential governmental functions; and

WHEREAS, we, the duly elected representatives of East Rockhill Township, Bedminster Township, West Rockhill Township, Hilltown Township, Perkasio Borough, Silverdale Borough, Sellersville Borough and Dublin Borough, all being located in Bucks County, Pennsylvania, hereby join together in a voluntary organization to establish and form the Upper Bucks County Municipal Cooperative (hereinafter referred to as the "***Cooperative***"), for the purpose of meeting at regular intervals to discuss and study community challenges of mutual interest and concern.

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

WHEREAS, 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 government, the Member Municipalities seek, by mutual agreement, solutions to issues of mutual interest for mutual benefit.

WHEREAS, the goal of this Agreement and By-Laws is to communicate with one another and work together when deemed appropriate and in matters beyond our individual capabilities, while retaining and strengthening our local municipalities.

NOW, THEREFORE, intending to be legally bound hereby, the parties agree as follows:

ARTICLE I. CREATION AND PURPOSE

- A. The Member Municipalities hereby create the Upper Bucks County Municipal Cooperative in accordance with the Intergovernmental Cooperation Act, 53 Pa.C.S.A. 2301 through 2315, *et seq.* This Cooperative shall agree:
1. To serve as a mutual forum to identify, discuss, and bring into focus mutual challenges and opportunities.
 2. To serve as a vehicle for the collection and exchange of information of mutual interest.
 3. To provide a continuing organizational machinery to ensure effective communication and coordination among governments and agencies.
 4. To facilitate cooperative purchasing and buying agreements for projects of mutual benefit.
 5. To create agreement and cooperative action proposals among Member Municipalities for specific projects or other interrelated needs, i.e. waste management coordination, water resources protection, alternative energy options, etc.
 6. To maintain liaison with Member Municipalities, other governmental units and the private sector or organizations. and to serve as one mutual voice for the Member Municipalities when so authorized.
 7. To review and coordinate Federal, State, and local programs of mutual importance.
- B. The Cooperative is hereby established under the Commonwealth of Pennsylvania enabling legislation as authorized by the State Constitution and Acts of the General Assembly “Intergovernmental Cooperation Act, Act 180 of 1972,” as amended.

ARTICLE II. POLICY BODIES

- A. Administrative Requirements.
1. Membership – The governing body of each Member Municipality shall select an official representative and an alternate representative to the Cooperative. The official representative shall be a voting member on the Cooperative. Each Member Municipality shall notify the Cooperative in writing each December of the names of the official representative and alternate representative and said official representatives shall make up the “**Membership**” of the Cooperative.
 2. Voting – Each Member Municipality will have one (1) vote through its official representative or alternate. Proxy voting shall not be permitted. Voting requires a simple majority of those members present, except as otherwise stated.

3. Quorum – A quorum shall consist of a simple majority of the Cooperative’s total Member Municipalities. In the absence of the official representative, the alternate representative shall have authority to vote in his/her place. In the absence of both the official representative and the alternate representative, any of the Member Municipality’s governing body elected officials present at the meeting shall have the authority to vote in their place.
4. Participation in Activities – Any Member Municipality and/or its representative shall have the right to refrain from participating in any discussion or action of the Cooperative. A Member Municipality and/or its representative shall not share the costs of or vote for final implementation of projects or programs in which it is not a participant.
5. Notice of Meetings – Notice of Cooperative meetings shall be mailed to the Member Municipalities sixty (60) 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 Cooperative.
6. Rules of Order – Any matter pertaining to conduct of any Cooperative meeting and the procedure thereof shall be governed by the latest edition of Roberts’ Rules of Order.

B. Officers.

The Officers of the Membership of the Cooperative shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer.

C. Solicitor.

The Upper Bucks County Municipal Cooperative Membership shall appoint a solicitor, who shall be the chief consultant of the Cooperative in all legal matters.

ARTICLE III. VOTING MEMBERSHIP

- A. Eligibility – Voting membership shall be open to all Member Municipalities to the Cooperative by way of this or a subsequent agreement that have relationships or shared interests in area issues. Associate non-voting memberships shall be made available to Federal, State and County Government officials within the Cooperative area. Voting membership may consist of the following Member Municipalities with each member being entitled to one vote:

1. East Rockhill Township;
2. Bedminster Township;
3. West Rockhill Township;
4. Hilltown Township;
5. Perkasio Borough;

6. Silverdale Borough;
7. Sellersville Borough;
8. Dublin Borough; and
9. Other Upper Bucks Municipality.

Associate non-voting memberships may consist of the following:

1. Pennridge School District; and
2. Other Governmental Unit or Legal Entity.

- B. Conditions – In order to obtain and retain voting membership in the Cooperative, a new Member Municipality shall:
1. Be approved for membership by a unanimous vote of the current voting Member Municipalities.
 2. Adopt an Ordinance of Membership satisfactory to the Cooperative’s Solicitor.
 3. Comply with requirements concerning financial contributions of the Cooperative’s Members as defined in Article IV of this Intergovernmental Cooperation Agreement and By-Laws.
- C. Withdrawal – Withdrawal from the membership of the Cooperative shall be affected by formal resolution and request in writing for withdrawal from the requesting Member Municipality. A minimum of sixty (60) days notice, prior to the end of the fiscal year, of such action shall be required. A Member Municipality’s withdrawal will in no way serve to void or lessen any financial obligation incurred by that municipality as a member of the Upper Bucks Municipal Cooperative.
- 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 Member Municipality approves its participation by motion or resolution. All voting members of the Cooperative shall carry out discussions 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 Memberships – Associate non-voting memberships may be conferred on any governmental unit or other legal entity by majority vote of the Membership of the Cooperative. Associate members shall have no right to vote on any matter, but may participate in such programs as the Cooperative 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 of the Cooperative. The yearly membership fee shall be the same for all associate members.

- F. Honorary Non-Voting Memberships – Honorary non-voting memberships may be conferred on any person or entity by majority vote of the Membership of the Cooperative. Honorary members shall not have the right to vote on any matter nor any right to participate in any Cooperative program. Honorary members shall be exempt from Article IV of these By-Laws.

ARTICLE IV. FINANCES AND RULES

- A. There shall be no initial cost of membership. As determined by the Membership of the Cooperative and based upon annual estimated requirements, an annual operating budget to support the Cooperative will be prepared as needed. Funding of the operating budget will be assessed upon the Member Municipalities on a per capita basis, based upon the population of each Member Municipality as of the most recent decennial census (hereinafter referred to as the “*Annual Fee*”).
- B. Funds that accrue to the Cooperative shall be controlled, disbursed, and accounted for in a manner prescribed by this Intergovernmental Cooperation Agreement and By-Laws. There shall be two (2) signatures to all contracts and legal agreements, one of whose shall be the Chairperson or Vice-Chairperson and one of whose shall be the Secretary or Treasurer.
- C. Service fees and other costs for special projects shall be prorated among the Member Municipalities participating in such projects in a manner mutually agreed upon by the participating Municipalities.
- D. The Annual Fee, as established in Paragraph A. above, is to be paid not later than the end of January of each calendar year.
- E. A new member joining the Cooperative shall pay the Annual Fee for the year in which they join, plus the Annual Fee for the previous year.
- F. The Cooperative shall submit to each member of the Membership on or before August 15th of each calendar year its proposed operating budget for the upcoming fiscal year.
- G. Annually in December, the Cooperative’s Membership shall review and unanimously approve the Cooperative’s operating budget for the upcoming fiscal year.
- H. After the Cooperative’s fiscal year ends on December 31st, it shall file on or before July 1 an annual report of its fiscal affairs covering the preceding calendar year with each Member Municipality. The Cooperative 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 Cooperative fails to make and/or file an audit, then the controller, auditors, or accountant designated by the Member Municipalities are hereby authorized and empowered from time-to-time

- I. The Attorney General of the Commonwealth of Pennsylvania shall have the right to examine the books, accounts, and records of the Cooperative.

ARTICLE V. OFFICERS OF THE COOPERATIVE

- A. Election of Officers – The officers shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer. Such officers shall be elected in January at the annual meeting of the Cooperative and shall be selected from the official representatives of the voting Membership. All officers are subject to removal at any time by affirmative vote of a majority of the Membership.
- B. Duties of the Chairperson – The Chairperson shall be the presiding officer of the Cooperative and shall preside at all meetings. The Chairperson shall have oversight of the business of the Cooperative and shall sign, with the Secretary, all contracts, instruments, and documents and other items authorized by the Membership of the Cooperative. The Chairperson shall be the principal spokesperson of the Cooperative. The Chairperson shall perform such duties as may, from time-to-time, be assigned by the Membership.
- C. Duties of the Vice-President – The Vice-Chairperson shall have the authority and shall perform the duties of the Chairperson in the Chairperson’s absence or disability.
- D. Duties of the Secretary – The Secretary shall keep the minutes of all meetings; shall give all notices of meetings; shall sign, with the President, all contracts, instruments, and documents and other items authorized by the Membership of the Cooperative; shall perform all duties incidental to the office of Secretary. The current Secretary shall deliver all books and papers to his or her successor immediately upon the successor’s election, or to the Cooperative when so required.
- E. Duties of the Treasurer – The Treasurer shall have or provide for the custody of the funds of the Cooperative; shall provide for the collection and receipt of monies earned by or in any manner due to be received by the Cooperative; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Cooperative may designate; shall render a written monthly account showing his or her transactions; and in general, shall discharge such other duties as may, from time-to-time, be assigned to him or her by the Membership. The current Treasurer shall transfer and deliver all funds, securities, books, records, and papers of the Cooperative in his or her custody to his or her successor immediately upon the successor’s election and qualification. The Treasurer shall be bonded. The Treasurer shall permit all records and accounts of the

- F. Advisory Committees – The Cooperative may have advisory committees reporting to the Cooperative. Such committees may be comprised of Cooperative staff; personnel from the Member Municipalities, County, State, and Federal Governments; regional commissions; and individuals or corporations involved in conservation and development problems and opportunities in the region. The Membership shall have the authority to appoint or remove members of the committees at will. All committees shall serve in an advisory capacity as requested by the Cooperative.

ARTICLE VI. AMENDMENTS

Amendments to this Intergovernmental Cooperation Agreement and By-Laws shall be initially approved by a majority vote of the Membership. In order to be adopted, any and all amendments must be approved by a unanimous vote at a second Cooperative meeting. Amendments shall not be effective until approved by a resolution from each Member Municipality. If one or more of the municipalities listed hereinabove decide not to execute this Agreement after the Agreement is adopted, approved and executed by the other Member Municipalities, then this Agreement may be amended accordingly by a resolution from each Member Municipality to revise and correct the list of Member Municipalities set forth herein.

ARTICLE VII. TERM

The Member Municipalities may withdraw from the Cooperative and this Agreement in accordance with Article III.C. hereinabove. Otherwise, this Agreement shall have no set term and it shall continue in full force and effect until all Member Municipalities withdraw from the Cooperative and/or the Cooperative is dissolved.

ARTICLE VIII. EXTENT OF AGREEMENT

The parties agree that this Agreement contains all of the agreements between the parties and that there are no other agreements or representations made by any of them. This Agreement sets forth the entire understanding between the parties and any representations, oral or written, not contained therein, are without effect.

ARTICLE IX. THIRD PARTY BENEFICIARIES

It is expressly understood and agreed that no third party beneficiaries are created by this Agreement.

ARTICLE X. AMBIGUITY IN THIS AGREEMENT

If any ambiguity or ambiguities in this Agreement should be claimed or if any court of competent jurisdiction should determine that any ambiguity exists in this Agreement, any such ambiguity shall be resolved in favor of the Cooperative.

ARTICLE XI. GOVERNING LAW

This Agreement shall be governed by and construed under the laws of the Commonwealth of Pennsylvania. All the parties to this Agreement hereby consent to the exclusive jurisdiction of the Court of Common Pleas of Bucks County, Pennsylvania regarding any dispute arising out of or in connection with this Agreement.

ARTICLE XII. SEVERABILITY

In case any one or more of the provisions contained in this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement, and this Agreement shall be construed and enforced as if such invalid, illegal or unenforceable provision had never been contained herein.

ARTICLE XIII. EXECUTED IN COUNTERPARTS

This Agreement may be executed in counterparts.

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INTERGOVERNMENTAL COOPERATION AGREEMENT AND BY-LAWS
UPPER BUCKS COUNTY MUNICIPAL COOPERATIVE
(Signatures)

IN WITNESS WHEREOF, the parties, by their respective duly authorized officers, have executed this Agreement as of the day set forth above.

ATTEST:

Township Manager

BOARD OF SUPERVISORS
EAST ROCKHILL TOWNSHIP

By: _____

Chairman

ATTEST:

Township Manager

BOARD OF SUPERVISORS
WEST ROCKHILL TOWNSHIP

By: _____

Chairman

ATTEST:

Township Manager

BOARD OF SUPERVISORS
BEDMINSTER TOWNSHIP

By: _____

Chairman

INTERGOVERNMENTAL COOPERATION AGREEMENT AND BY-LAWS
UPPER BUCKS COUNTY MUNICIPAL COOPERATIVE
(Signatures Continued)

BOARD OF SUPERVISORS
HILLTOWN TOWNSHIP

ATTEST:

Township Manager

By:

Chairman

BOROUGH COUNCIL
SILVERDALE BOROUGH

ATTEST:

Council President

By:

Mayor

BOROUGH COUNCIL
DUBLIN BOROUGH

ATTEST:

Borough Manager

By:

President

BOROUGH COUNCIL
SELLERSVILLE BOROUGH

ATTEST:

Borough Manager

By:

President

BOROUGH COUNCIL
PERKASIE BOROUGH

ATTEST:

Borough Manager

By:

President