

By-Laws of the Central New York Regional Planning and Development Board

ARTICLE I. NAME

The name of the organization shall be the Central New York Regional Planning and Development Board (CNY RPDB).

ARTICLE II. PURPOSE

The CNY RPDB is a public agency that was established in 1966 by Cayuga, Cortland, Madison, Onondaga, and Oswego Counties under the provisions of Article 12B of the New York State General Municipal Law for the purpose of providing a comprehensive range of planning services associated with the growth and development of communities in Central New York.

ARTICLE III. COUNTY MEMBERSHIP

The CNY RPDB shall consist of five member counties including Cayuga, Cortland, Madison, Onondaga, and Oswego.

Each county must evidence their membership in the CNY RPDB by the adoption of a joint-county membership resolution. In addition, each county must make all necessary appointments to the Board of Directors and provide its share of funds for the annual operating budget of the CNY RPDB.

In determining each member county's share of the annual operating budget of the CNY RPDB, the following formula shall be used: one-third of each county's contribution shall be based on land area, with each county contributing an amount equal to the ratio of its land area to the total land area of all member counties; the remaining two-thirds shall be based on population, with each member county contributing an amount equal to the ratio of its population to the total population of all member counties, as determined by the latest United States Census.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. REPRESENTATION - The CNY RPDB shall be governed by a Board of Directors (Board). The number of directors constituting the entire Board shall be thirty-five (35).

Each member-county shall appoint seven directors to the Board, in accordance with the following representation requirements:

- County legislative chair (ex-officio);
- County legislative planning committee chair (ex-officio);
- From the following six categories, three (3) directors will be selected in accordance with the provisions of Section 2 below.
 - a. county legislator/executive
 - b. county chief highway officer;
 - c. county chief fiscal officer/treasurer;
 - d. local elected official (city, town, or village);
 - e. county planning board chair
 - f. county planning department director
- Two at-large representatives

SECTION 2. APPOINTMENTS— All persons appointed to the Board (except ex-officio) shall be appointed by their respective county legislative chair, with the exception of Onondaga County, where the County Executive shall make all such appointments.

SECTION 3. TENURE— All ex-officio directors of the Board, by virtue of their county elective office, shall serve for the

duration of their elected terms. All other individuals appointed to the Board shall serve for a one-year term, and shall continue in office until his or her successor shall have been appointed, or until his or her death, resignation, or removal.

SECTION 4. VACANCIES– Any vacancy that occurs on the Board shall be filled by the action of the respective county's appointing authority as provided for in Section 2 above.

SECTION 5. DESIGNEES– No designee, transfer, or assignment on the Board will be permitted.

SECTION 6. COMPENSATION– In accordance with Article 12-B, Section 239, of the NYS General Municipal Law, no director shall receive a salary or compensation for their service, except that the Board may authorize reimbursement of a director's expenses if reasonably incurred on behalf of and for the benefit of the CNY RPDB.

SECTION 7. REMOVAL– Upon the majority vote of the Board, the Chairperson shall have the authority to request and the respective county appointing authority shall have the power to remove for cause any non ex-officio director.

SECTION 8. VOTING RIGHTS - Each director present or by proxy shall be entitled to one vote on each matter properly submitted to a vote of the Board.

SECTION 9. RESIGNATION - A non ex-officio director may resign from office by delivering a resignation in writing to the Chairperson and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

ARTICLE V. OFFICERS

SECTION 1. OFFICERS– The officers of the CNY RPDB shall be a Chairperson, four (4) Vice Chairs -said officers representing each of the five member counties, and a Secretary-Treasurer. All officers must be directors of the Board.

SECTION 2. DUTIES– The Chairperson shall call and preside at all regular and special meetings of the Board. He or she shall have the power to sign all contracts and other instruments in the name of the CNY RPDB, unless the Board shall specifically require additional signatures, and in general perform all duties incident to the office of Chair as may be prescribed by the Board from time to time.

A Vice-Chair, so designated by the Board , shall perform the duties of the Chair in case of the Chairperson's absence and shall perform such other duties as the Board may prescribe from time to time.

The Secretary-Treasurer shall keep or cause to be kept by staff the minutes of all meetings of the Board in books to be kept for this purpose, serve or cause to be served by staff, all notices of the CNY RPDB, and perform all duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned by the Board.

The Secretary-Treasurer shall keep or cause to be kept by staff complete and accurate accounts of receipts and disbursements of the CNY RPDB and shall deposit or cause to be deposited all moneys and other valuable effects of the CNY RPDB in the name and to the credit of the CNY RPDB in such banks and depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of the accounts. He or she shall at all reasonable times and with adequate notice exhibit or cause to be exhibited by staff the books and accounts of the CNY RPDB to any officer or director, and shall perform all duties incident to the office of the Secretary-Treasurer, and such other duties as may be assigned by the Board.

The Secretary-Treasurer shall present to the Board or cause to be presented by staff on an annual basis an audit report showing in detail the assets, liabilities, revenue, and expenses of the CNY RPDB for a twelve month period that covers the prior fiscal year. Such report must be presented to the Executive Committee within six months of the completion of the fiscal year. The report must be filed with the minutes of the Executive Committee and Board meeting.

SECTION 3. ELECTION– The Chairperson shall appoint a Nominating Committee in October of each year. The Nominating Committee shall consist of five directors, one from each of the member counties.

A quorum of the Nominating Committee shall consist of three directors. A quorum must be present for the transaction of any business and for the exercise of any power or function of the Nominating Committee. If a quorum is not present at any meeting of the Nominating Committee, a majority of the directors present may adjourn the meeting without further notice.

A director may participate in a meeting of the Nominating Committee by means of a conference telephone or similar communication device allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

The Nominating Committee shall present to the Board in writing, at least 10 days prior to the annual meeting, a recommendation regarding a slate of officers to serve in the following year. The recommendation must be based upon a majority vote by the directors present at a meeting at which a quorum is present.

The election of officers shall be conducted by a vote at the annual meeting of the Directors.

Each officer shall continue in office until his or her successor shall have been elected, or until his or her death, resignation or removal. Any officer may be removed, with or without cause, by a vote of the majority of the Board.

SECTION 4. TENURE— The term of office for each officer shall be for a period of one year, beginning on the first day of January and shall terminate on the last day of the calendar year.

SECTION 5. VACANCIES— In the event of a vacancy in the Office of the Chair, the Secretary-Treasurer shall preside at the next Board meeting, at which an existing Vice-Chairperson shall be elected by the Board as Chairperson for the unexpired term of the office. All other officer vacancies shall be filled for the unexpired term by appointment of the Chairperson, such appointments to be ratified at the next meeting of the Board.

ARTICLE VI. MEETINGS

All meetings of the Board shall be public in accordance with Section 80 of the NYS Public Officers Law.

SECTION 1. REGULAR— Regular meetings of the Board shall be held on a bimonthly basis or unless otherwise ordered by the Chairperson.

SECTION 2. ANNUAL— An annual meeting of the Board shall be held in December of each year.

SECTION 3. SPECIAL— Special meetings of the Board may be held by order of the Chairperson.

SECTION 4. NOTICE OF MEETINGS— Notice of each regular and special meeting, and minutes from the previous meeting, must be mailed ten days prior to the meeting. All scheduled meetings will be posted on the CNY RPDB web site.

SECTION 5. QUORUM— A quorum shall consist of eighteen (18) directors of the Board. A quorum must be present for the transaction of any business and for the exercise of any power or function of the Board. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting without further notice.

A director may participate in a meeting of the Board or committee thereof by means of a conference telephone or similar communication device allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 6. PROXIES— At any meeting of the Board, a member entitled to vote may vote by proxy, executed in writing by the director or by their duly authorized attorney-in-fact. Said proxy shall be valid for one month from the date of its execution and shall be cast by the Chairperson only at the meeting then in contemplation and so designated.

SECTION 7. MANNER OF ACTING - A majority of the votes entitled to be cast on a matter to be voted upon by the directors present, or represented by proxy, at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

ARTICLE VII. EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE— The officers and immediate past chair of the Board shall compose a standing committee consisting of seven (7) directors called the Executive Committee.

The Executive Committee shall have and exercise the authority of the Board in the governance of the CNY RPDB, except that such committee shall not have the authority to amend, alter, or repeal the by-laws, elect, appoint or remove any director, officer, or the executive director of the CNY RPDB, alter or repeal any resolution of the Board, or authorize the

dissolution of the CNY RPDB.

The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board, or any individual director, of any responsibility imposed upon it or them by law.

SECTION 2. REGULAR– Regular meetings of the Executive Committee shall be held on a bimonthly basis unless otherwise ordered by the Chairperson.

SECTION 3. SPECIAL– Special meetings of the Executive Committee may be held by order of the Chairperson.

SECTION 4. NOTICE OF MEETINGS– Notice of each regular and special meeting, and minutes from the previous meeting, must be mailed ten days prior to the meeting. All scheduled meetings will also be posted on the CNY RPDB web site.

SECTION 5. QUORUM– A quorum consist of four directors. A quorum must be present for the transaction of any business and for the exercise of any power or function of the Executive Committee. If a quorum is not present at any meeting of the Executive Committee, a majority of the directors present may adjourn the meeting without further notice.

A director may participate in a meeting of the Executive Committee by means of a conference telephone or similar communication device allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 6. PROXIES– No proxies shall be permitted at any meeting of the Executive Committee.

SECTION 7. MANNER OF ACTING - A majority of the votes entitled to be cast on a matter to be voted upon by the directors present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

ARTICLE VIII. OTHER COMMITTEES

Other committees, not having and exercising the authority of the Board, may be established in such manner as may be designated by resolution adopted by a majority of the directors present at a meeting of the Board. Except as otherwise provided for in the resolution, the Chairperson shall appoint the directors of and chair of such committees. Such committees must operate in a manner that is consistent with the policies, procedures, quorum, and voting requirements of the CNY RPDB.

The Chairperson of the Board may remove a committee member whenever in their judgment the best interest of the CNY RPDB shall be served by such removal.

ARTICLE IX. STAFF

SECTION 1. EXECUTIVE DIRECTOR– The CNY RPDB shall be managed by an Executive Director, who shall serve as the chief operating and financial manager of the organization.

The Executive Director shall be appointed by a majority vote of the Board of Directors at any special meeting called for that purpose. The Executive Director shall be qualified at the time of appointment by personal attributes, education, training, and experience to manage the CNY RPDB.

The Executive Director may be removed from office by a majority vote of the directors at any special meeting of the Board called for that purpose.

SECTION 2. OTHER STAFF– All other staff members shall be appointed and can be removed by the Executive Director in accordance with the policies and procedures of the CNY RPDB. The Executive Committee must be notified in a timely manner of all such actions.

ARTICLE X. FINANCES , CONTRACTS, AND POLICIES

The Board shall review and adopt at an organization meeting held in February of each year an annual work plan and operating budget. Such documents must be presented to and be approved by the Executive Committee prior to the first

day of each year.

Except as otherwise required by law or provided for by the Board, all contracts, which are consistent with the purpose, program, policies, financial resources, annual work plan and operating budget of the CNY RPDB, may be executed on behalf of the CNY RPDB by the Chairperson or Executive Director. All such action is subject to the review and approval of the Executive Committee.

In accordance with the policies of the CNY RPDB, the Executive Committee is authorized to select the banks and depositories it deems proper for the funds of the CNY RPDB.

The Chairperson, Secretary-Treasurer, and Executive Director shall be authorized to sign checks, drafts, or other orders for payment of money, acceptances, notes, or other evidences of indebtedness. Said authority shall be subject to the signature requirements adopted by the Executive Committee.

The Executive Committee shall review a current financial statement that list the CNY RPDB's assets, liabilities, revenues, expenses, and an accounts payable/ check register report on a bi-monthly basis.

The CNY RPDB shall have a handbook, which outlines the policies, procedures, and employee practices of the organization. Said handbook is subject to review and approval by the Executive Committee.

The fiscal year of the CNY RPDB shall be for a twelve-month period, which shall run from January through December of each calendar year.

ARTICLE XI. OFFICE AND BOOKS

The office of the CNY RPDB shall be located at such place as the Board may from time to time determine. There shall be kept at the office correct books of account of the activities and transactions of the CNY RPDB, including a copy of the joint county membership resolutions, a copy of these by-laws, minutes of all meetings of the Board and all other duly appointed committees thereof, financial and personnel records, audit reports, and a policy procedures personnel handbook.

ARTICLE XII. INDEMNIFICATION

The CNY RPDB shall save harmless and indemnify any person (or his or her estate) who serves or shall have served as a director, officer, or employee of the CNY RPDB, or of a subsidiary of the CNY RPDB, against financial loss or litigation expense incurred in connection with any claim, demand, suit, action, or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Board or of a subsidiary, or (b) any act or failure to act by any such director, officer, or employee while engaged in the discharge of his or her duties on behalf of CNY RPDB or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for CNY RPDB employees or employees of a subsidiary of the CNY RPDB. In the event any such claim, demand, suit, action, or proceeding shall occur, such director, officer, or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interest of the CNY RPDB or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Section 8 shall not enlarge or diminish the rights of any other party, and shall not impair, limit, or modify the rights and obligations of any insurer under any policy of insurance.

Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the CNY RPDB of a copy of the summons, complaint, process, notice, demand letter, or pleading commencing any such claim, demand, suit, action, or proceeding, (b) a contemporaneous offer to name counsel to the CNY RPDB as counsel to the said director, officer, or employee in the defense of such claim, demand, suit, action, or proceeding, and (c) the full cooperation of the said director, officer, or employee, in the event the offer is accepted, in the making of such defense. The provisions of Section 18 or any other provision of the NYS Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Board's directors, officers, and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the NYS Public Officers Law or other such law(s), the provisions, which afford the greater protection to such directors, officers, and employees, shall control.

ARTICLE XIII. ADMENDMENTS

These By-Laws can be amended, on ten days notice of such amendment, at any regular or special meeting of the Board by a two-thirds vote, provided that the requested amendment(s) is presented by a director and has been reviewed by the Executive Committee.

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