



CAYUGA COUNTY WATER & SEWER AUTHORITY

BY-LAWS

Approved May, 2009

BY LAWS OF THE CAYUGA COUNTY WATER & SEWER AUTHORITY

Article A: Organization

- Section 1: Administration
- Section 2: Fiscal Year
- Section 3: Form of Seal
- Section 4: District of Definition

Article B: Members

- Section 1: Members
- Section 2: Qualifications of Members
- Section 3: Official Oaths
- Section 4: Vacancies
- Section 5: Filling of Vacancies
- Section 6: Removal of Member
- Section 7: Unexcused Absence
Of Member

Article C: Meetings

- Section 1: Annual Meeting
- Section 2: Regular Meetings
- Section 3: Special Meetings
- Section 4: Notice of Members
- Section 5: Quorum and Exercise of Powers
- Section 6: Conduct of Meetings
- Section 7: Procedure
- Section 8: Minutes

Article D: Open Meetings

- Section 1: General
- Section 2: Accessibility
- Section 3: Public Notice
- Section 4: Executive Sessions
- Section 5: Attendance

Article E: Committees

- Section 1: Committees
- Section 2: Meetings
- Section 3: Conduct of Meeting
- Section 4: Minutes

Article F: Officers

- Section 1: Officers
- Section 2: Chairperson
- Section 3: Vice-Chairperson
- Section 4: Treasurer
- Section 5: Secretary
- Section 6: Additional Duties
- Section 7: Election of Officers
- Section 8: Removal and Vacancies

Article G: Records

- Section 1: Definitions
- Section 2: Records Required to be
Maintained

Article H: Amendment of By Laws

ARTICLE A: ORGANIZATION

Section 1: Administration; The powers, organization and administration of the Cayuga County Water and Sewer Authority (the "Authority") shall be as authorized and established by the provisions of the Cayuga County Water and Sewer Authority Act (the "Act"). The powers of the Authority shall be vested in the members thereof in office from time to time.

Section 2: Fiscal Year. The fiscal year of the Authority shall begin January 1 and end December 31 of each year.

Section 3: Form of Seal. The seal of the Authority shall be in such form as may be determined, from time to time, by the Authority. The seal on any Authority obligation for the payment of money may be a facsimile.

ARTICLE B: MEMBERS

Section 1: Members. The Authority shall be governed by a Board consisting of nine (9) volunteer members ("Members") appointed by the Cayuga County Legislature based on recommendation from the Governance Committee.

Section 2: Qualifications of Members. Each member must, at the time he/she is appointed, have attained the age of eighteen years, be a citizen of the United States, a resident of New York State and resident of Cayuga County.

Section 3: Official Oaths. Each Member shall, within thirty (30) days after notice of his/her appointment or within thirty (30) days after the commencement of his/her term of office, take and subscribe the following oath or affirmation before entering the duties of his/her office: "I do solemnly swear (or affirm) that I will support the Constitution Of the United States, and the Constitution of the State of New York, and that I will faithfully discharge the duties of the office of Member of the Cayuga County Water and Sewer Authority, according to the best of my ability." The oath shall be administered by the County Clerk or Assistant County Clerk of Cayuga County by signing the oath book filed in the office of the County Clerk of Cayuga County. The Authority shall confirm said signing.

Section 4: Vacancies. The office of a Member shall be deemed vacant upon the happening of one of the following events before the expiration of the term thereof

- a.) The death of the Member
- b.) The resignation of the Member
- c.) The Member ceasing to be a resident of Cayuga County;
- d.) The Member is convicted of a felony or a crime involving a violation of the oath of office;
- e.) The entry of a judgment or order of a court of competent jurisdiction declaring the Member to be incompetent;
- f.) The refusal or neglect of the Member to file the official oath within thirty (30) days after commencement of his/her term, except as otherwise provided by law.
- g.) The unexcused absence of a Member from three (3) consecutive regular meeting, as more fully set forth in, Article C.

Section 5: Filling of Vacancies. Vacancies occurring at the end of a term shall each be filled in the manner provided in. Section 1. above and for a three (3) year term. Vacancies occurring otherwise than by the expiration of a term shall be filled in the same manner as set forth in. Section 1. for the remainder of the unexpired term.

Section 6: Removal of Member. A Member may be removed from office by the Cayuga County Legislature for inefficiency, neglect of duty or misconduct in office and for the same reasons as provided by law for the removal of officers of Cayuga County. Prior to removal, the Cayuga County Legislature shall give such Member a copy of the charges against him/her and an opportunity to be heard in person or by counsel in his/her defense, upon not less than ten (10) days notice.

Section 7: Unexcused Absence of Member. If a Member fails to attend three consecutive regular meetings of the Authority, unless such absence is for good cause and is excused by the Chairperson of the Authority, or other presiding officer, or in the case of the Chairperson of the Authority, by the Chairman of the Cayuga County Legislature, either prior to or subsequent to the meeting, the office may be deemed vacant for the purposes of the nomination and appointment of a successor. The Secretary of the Authority shall send a written reminder of the provisions of this Section to a Member who has two consecutive unexcused absences.

ARTICLE C: MEETINGS

Section 1: Annual Meeting. The first meeting in each fiscal year shall be the annual meeting of the Authority.

Section 2: Regular Meetings. Regular meetings of the Authority [shall be held on the 3rd Wednesday of each month at 3:00 pm in the conference room of the Cayuga County Water and Soil Building located at 7413 County House Road, Auburn, New York.

Section 3: Special Meetings. Special meetings of the Authority may be called by the “Chairperson,” “or by the Board” or shall be called by the Secretary upon the written request of at least two Members. Each special meeting shall be held at the time and place, within Cayuga County, as the person calling the meeting shall determine.

Section 4: Notice of Members. No notice need be given to Members of a regular meeting of the Authority. Notice of the place, day and hour of every special meeting shall be given to each Member by delivering the notice to the Member personally or leaving the notice at his/her residence or usual place of business at least three (3) days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Authority need be specified in any notice or written waiver of notice unless so required by these by laws or by law, except that notices of special meetings shall specify the business to be transacted.

Section 5: Quorum and exercise of powers. Five (5) Members shall constitute a quorum authorized to transact any business presented at the meeting of the Authority. All action shall be taken by the affirmative vote of at least five (5) of the Members of the Authority. When a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of a Member. The Members present may adjourn the meeting despite the absence of a quorum.

Section 6: Conduct of Meetings. At all meetings of the Authority, the Chairperson shall be the presiding officer, or if the office of Chairperson is vacant or in the absence or disability of the Chairperson, then the Vice Chairperson shall be the presiding officer; if the office of Vice Chairperson is vacant or the Vice Chairperson is absent or disabled, the Members of the Authority shall choose a presiding officer from among those Members present, to preside at such meeting. The Secretary of the Authority, except as otherwise provided by the Authority shall act as Secretary at all meetings of the Authority, and in the absence of the Secretary or an Assistant Secretary, a temporary Secretary shall be appointed by the presiding officer. The secretary need not be a member of the Board.

Section 7: Procedure. The order of business and all other matters of procedure at each meeting of the Authority may be determined by the presiding officer. Where there is a “question of independence” or conflict of interest, a Board member shall abstain from voting.

Section 8: Minutes. Minutes shall be taken at all meetings of the Authority which shall consist of a record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon. Committees shall perform the above mentioned functions with the exception of making resolutions. Such minutes shall be available to the public in accordance with the provisions of the Freedom of Information Law. (Public Officers Law, Article 6) and Public Authorities Law.

ARTICLE D: OPEN MEETINGS (PUBLIC OFFICERS LAW, ARTICLE 7)

Section 1: General. Every meeting of the Authority and its committees shall be open to the general public except for Executive Sessions.

Section 2: Accessibility. The Authority shall make or cause to be made all reasonable efforts to ensure that meetings subject to this Section are held in facilities that permit barrier-free physical access to the physically handicapped.

Section 3: Public Notice. Public notice of the time and place of all meetings subject to this Section shall be given to the news media and conspicuously posted in one or more designated public locations:

- a). At least 72 hours in advance if the meeting is scheduled at least one week prior thereto, or
- b). Otherwise, at a reasonable time prior thereto.

Section 4: Executive Sessions. Upon a vote of at least five (5) Members, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Authority may conduct an executive session for the below enumerated purposes only, provided, however, that no action by formal vote shall be taken to appropriate public moneys:

- a) Matter which will imperil the public safety if disclosed;
- b) Any matter which may disclose the identity of a law enforcement agent or informer;
- c) Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- d) Discussion regarding proposed, pending or current litigation

- e) The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
- f) The proposed acquisition of securities, or sale or exchange of securities held by the Authority, but only when publicity would substantially affect the value thereof.
- g) “Any other reason authorized by law.”

Section 5: Attendance. Attendance at an Executive Session shall be permitted to any Member and any other persons authorized by the Authority.

ARTICLE E: COMMITTEES

Section 1: Committees. The Authority shall create a governance and audit committee and one or more other committees of the Authority, each consisting of less than five Members of the Authority. Said committees shall serve in an advisory capacity only, and no committee shall be delegated any powers of the Authority. The Chairperson shall have the authority to appoint and remove Committee Members. Appointments to regular committees shall be made as soon as possible after the commencement of the fiscal year. Appointments to special committees shall be made at the time the committee is formed.

Section 2: Meetings. Meetings of any committee of the Authority may be held at such places within Cayuga County as the committee shall determine. Meetings of any committee of the Authority shall be held at such times as may be determined by either the Authority or committee chair. Special meetings of any committee shall be called by the Chair or the Secretary of the Authority upon the request of any two Members thereof. Notice of special meetings of any committee shall be given by notifying the same, at least three (3) days before the day on which the meeting is to be held. Under emergent situations a committee can be convened by delivering the notice personally 12 hours in advance of the time for which the meeting is called. By Laws require that notices of special meetings shall specify the business to be transacted.

Section 3: Conduct of Meeting. The Chairperson of the committee or, in the event that the office of committee Chairperson is vacant or in the absence or disability of the committee Chairperson, such other Member of the committee as is chosen by the committee shall preside at each meeting of the committee. The Secretary of the Authority, except as otherwise provided by the Authority, shall act as Secretary at all meetings of the committee, and in the absence of the Secretary or any Assistant Secretary, a temporary Secretary shall be appointed by the Chairperson of the committee meeting.

Section 4: Minutes. All committees shall keep minutes of their meetings in accordance with, Article C, Section 8; minutes of committee meetings shall be circulated to all Members of the Authority.

ARTICLE F: OFFICERS

Section 1: Officers. The Officers of the Authority shall consist of a Chairperson, a Vice Chairperson, a Treasurer and a Secretary and such other officers as the Authority may appoint from time to time. The Chairperson, Vice Chairperson and Treasurer shall be Members of the Authority Board; the Secretary need not be a Member of the Authority. No person may hold more than one office at the same time.

Section 2: Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall execute all agreements, contracts, deeds and any other instruments of the Authority. At each meeting, the Chairperson shall submit such recommendations and information considered proper concerning the business, affairs and policies of the Authority.

Section 3: Vice Chairperson. The Vice Chairperson shall, in the event of absence or disability of the Chairperson, perform all of the duties and responsibilities of the Chairperson.

Section 4: Treasurer. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit or cause the same to be deposited in the name of the Authority in such banks and/or trust companies in the State of New York as designated by the Authority or invested in accordance with the Act and Section 98-a of the State Finance Law. Any deposit of such moneys shall be secured by (or guaranteed by) obligations of the United States, the State of New York, or Cayuga County, of a market value equal at all times to the amount on deposit. The Treasurer shall keep or cause to be kept regular books of account showing receipts and expenditures, and shall render to the Authority as the Authority shall require an account of transactions and also of the financial condition of the Authority.

Section 5: Secretary. The Secretary shall keep the records of the Authority, including the records required to be maintained in, Article (3, Section 2 of these By Laws. The secretary shall act as secretary of the meetings of the Authority and its committees and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings, and shall perform duties incident to the office. The Secretary shall have the power to affix the Authority seal to all contracts and other instruments authorized to be executed by the Authority. The Secretary shall provide all Members with a copy of the agenda and previous meeting minutes for regular meetings two (2) days prior to the meeting to the address of each Member designated by him/her for such purpose (or, if none is designated by him/her for such purpose, to his/her last known address).

Section 6: Additional duties. The officers of the Authority and employees shall perform such other duties and functions as may from time to time be authorized by resolution of the Authority. For example payment of invoices shall be completed by authorized signatures established each year at the annual meeting. There shall be a Directors' and Employees' insurance policy in the amount of \$250,000 per person to cover crime and dishonesty. The Chairperson shall have the power to appoint, on a temporary basis until the Authority next meets, an acting Treasurer, Vice Chairperson, or Secretary in the event these positions become vacant or their office holders cannot fulfill their duties due to absence or disability.

Section 7: Election of Officers. All officers of the Authority shall be elected at the annual meeting of the Authority from among the Members of the Authority and shall hold office for one year or until the successors are elected and qualified. Nothing herein shall prevent an individual from succeeding himself/herself in office.

Section 8: Removal and vacancies. All officers serve at the pleasure of the Authority and an officer may be removed or have his/her appointment suspended by the Authority at any time, with or without cause. If an office becomes vacant for any reason, the Members of the Authority shall have the power to fill such vacancy.

ARTICLE G: RECORDS (PUBLIC OFFICERS LAW, ARTICLE 6)

Section 1: Definition. "Record means any information kept, held, filed, produced, or reproduced by, with or for the Authority, in any physical form whatsoever, including, but not limited to, reports, statements, examinations, memoranda, opinions, folders, files, books, manuals, pamphlet, forms, papers, designs, drawing, maps, photos, letters, microfilms, computer tapes or discs, rules, regulations or codes."

Section 2: Records required to be maintained. The Authority shall maintain the following records: (a) If "roll call" is invoked a record of the final vote of each Member in every Authority proceeding in which the Member votes, (b) a record setting forth the name, public office address and title of every Member, officer or employee of the Authority, and (c) a reasonably detailed current list by subject matter of all records in the possession of the Authority.

ARTICLE H: AMENDMENT OF BY LAWS

Section 1: Amendment and Repeal. With 30 days notice, the By Laws may be repealed, amended (except where provisions of sections of the Laws of the State of New York are incorporated), or adopted by two-thirds of the Board members.

Section 2: Filing of Bylaws. The Secretary of the Authority shall file a certified copy of the Bylaws, and any amendments thereto, with the office of the Cayuga County Clerk and Public Authorities.