

BY-LAWS  
OF THE  
ONONDAGA COUNTY WATER AUTHORITY

A Public Benefit Corporation Created by Chapter 675 of the Laws of New York  
1951

PREAMBLE

The New York State Legislature by Chapter 675 of the Laws of 1951, Paragraph 1128, subdivision 4, made a legislative declaration as follows: "It is hereby determined and declared that the Authority and the carrying out of its powers, purposes and duties are in all respects for the benefit of people of the County of Onondaga and the State of New York, for the improvement of their health, welfare and prosperity and that the said purposes are public purposes and that the Authority is and will be performing an essential governmental function in the exercise of the powers conferred upon it by this title".

ARTICLE 1  
MEETINGS

1. Annual Meeting: The annual meeting of the members of the Onondaga County Water Authority for the election of officers and the transaction of such other business as may properly come before it shall be held at the office of the Authority in the County of Onondaga, New York, during September at such time as may be designated by the Chairman, subject to the approval of the majority of the Board.<sup>1</sup>

2. Regular Meetings: All regular meeting of the Authority shall be held at the office of the Authority or such place as may be designated by the Chairman, or, in his absence, by the Vice-Chairman, in Onondaga County, New York at such time and date as may be designated by the Chairman, subject to the approval of the majority of the Board.

3. Special Meeting: Special meetings may be held at any time or place in Onondaga County, New York on twenty-four (24) hours notice to each member of the authority, or upon shorter notice by written waiver of notice of such meeting signed by each member of the Authority. Special meetings may be called by any two (2) members; or by the Chairman, or in his absence, by the Vice-Chairman.

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<sup>1</sup> Amended from "first week March" to "September" on January 20, 1999.

4. Regular and Special Meetings shall be open to the consideration of any matter which may be properly brought to the attention of the Authority.

5. Waiver: Notwithstanding any provision of the foregoing, a meeting of members of the Authority may be held at any time and at any place within the State of New York, and any action may be taken thereat, if notice and lapse of time be waived, in writing, by each member of the Authority.

6. Order of Business: Shall be as follows:

1. Roll Call
2. Reading of minutes of preceding meeting to the end that any correction, alteration or addition may be made
3. Approval of minutes
4. Reports of members of Authority, officers or experts retained by the Authority
5. Communication and bills
6. Unfinished business
7. New business
8. Adjournment

## ARTICLE II MEMBERS OF WATER AUTHORITY

1. The officers of the Authority shall consist of a Chairman, a Vice-Chairman and a Treasurer, who shall be members of the Authority, and a Secretary, who need not be a member of the Authority. The Vice-Chairman, Treasurer and Secretary shall be appointed by the Authority and shall serve at the pleasure of the Authority. The Authority may appoint and at pleasure, remove an Attorney and an Engineer which positions, in addition to the position of Secretary, shall be in the exempt class of the civil service and such additional officers and employees as it may require for the performance of its duties, fix and determine their qualifications, duties and compensation, subject to the provisions of the civil service law of the State of New York. The Authority may also from time to time contract for expert professional services.

2. Chairman: The Chairman shall be elected at an annual meeting of the Authority and shall serve until the next annual meeting of the Authority. He shall preside at all meetings of the Authority. He shall sign and execute all contracts in the name of the Authority and all notes, bonds or other evidences of indebtedness when so authorized by resolution of the Authority.

3. Vice-Chairman: The Vice-Chairman shall, in the absence or incapacity of the Chairman, perform the duties of that officer.

4. Secretary : The Secretary shall keep the minutes of the meetings of the Authority; shall attend to the serving of notices of all meetings regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned to him/her; shall perform all the duties incident to his/her office and such other duties as the Authority may delegate.

5. Treasurer: The Treasurer shall have the care and custody of all funds and securities of the Authority and shall deposit the same in the name of the Onondaga County Water Authority in such bank or banks as the members of the Authority may designate. The moneys in such accounts shall be paid out on check of the Treasurer, on requisition of the Authority, or of such other person or persons as the Authority may authorize to make such requisitions. He/She shall at all reasonable hours exhibit his/her books and accounts to any member of the Authority upon application at the office of the Authority during business hours. The Comptroller of the State of New York or the Comptroller of the County of Onondaga or their legally authorized representative may from time to time examine the accounts and records of the Authority relating to its financial standing. Except as may otherwise be provided by any resolution of the Authority authorizing bonds or by the terms of a trust indenture securing any bonds, the Treasurer shall sign all notes, bonds or other evidence of indebtedness signed by the Chairman. He/She shall execute a bond conditioned upon the faithful performance of the duties of his/her office, the amount and sufficiency of which shall be approved by the Authority, which bond shall be filed in the Onondaga County Clerk's office.

6. Members of Authority: The members of the Authority shall have the control and management of the affairs of the Authority and may adopt such rules and regulations for the conduct of their meetings and the management of the Authority as they may deem proper, not inconsistent with law or these by-laws.

ARTICLE III<sup>2</sup>  
SPECIAL COMMITTEES

1. Audit Committee: The Audit Committee shall recommend the hiring of a certified independent accounting firm for the Authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes. The membership of the Audit Committee shall be all of the Board Members, who shall be familiar with corporate financial and accounting practices to the extent practicable. Notwithstanding the foregoing, no Board Member shall serve as a member of the Audit Committee who has:

(a) in the past two years been employed by the Authority or an affiliate in an executive capacity,

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<sup>2</sup> Added on October 19, 2005.

(b) in the past two years been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Authority or received any other form of financial assistance valued at more than \$15,000 from the Authority,

(c) is a relative of an executive officer or employee in an executive position of the Authority or an affiliate, or

(d) in the past two years has been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations, or any other similar actions of the Authority or an affiliate.

The Audit Committee shall meet at such times as the Chairman of the Audit Committee directs.

2. Governance Committee: The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Authority on corporate governance principles and advise the Legislature of the County of Onondaga on the skills and experience required of potential Board Members. The membership of the Governance Committee shall be all of the Board Members. Notwithstanding the foregoing, no Board Member shall serve as a member of the Governance Committee who has:

(a) in the past two years been employed by the Authority or an affiliate in an executive capacity,

(b) in the past two years been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Authority or received any other form of financial assistance valued at more than \$15,000 from the Authority,

(c) is a relative of an executive officer or employee in an executive position of the Authority or an affiliate, or

(d) in the past two years has been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations, or any other similar actions of the Authority or an affiliate.

The Governance Committee shall meet at such times as the Chairman of the Governance Committee directs.

#### ARTICLE IV<sup>3</sup> DEFENSE AND INDEMNIFICATION

The Authority shall, to the fullest extent permitted by Article 2, Section 18 of the Public Officers Law of the State of New York, indemnify any person made or threatened to be made a party to any action or proceeding, other than a criminal action, by reason of the fact that such person was a Director or an Officer or an employee of the Authority, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and

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<sup>3</sup> Added on November 20, 2006.

necessarily incurred as a result of such action or proceeding, including any appeal thereof.

ARTICLE V<sup>4</sup>  
AMENDMENTS

1. These By-Laws may be repealed or amended by the Authority at any duly called regular meeting of the Authority, provided, however that any motion to repeal or amend these By-Laws shall not be adopted until the same has laid on the table until the next succeeding regular meeting.

ARTICLE VI<sup>5</sup>  
SEAL

1. The Seal of the Authority shall be circular in form and shall bear the name of the Onondaga County Water Authority, and Chapter 675. Laws of NY, 1951.

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<sup>4</sup> Renumbered on October 19, 2005 and November 20, 2006.

<sup>5</sup> Renumbered on October 19, 2005 and November 20, 2006.