

BY-LAWS¹
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 I
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 in any county served by the Authority, during September at such time as may be designated by the Chairman², subject to the approval of the majority of the Board. Other business to be conducted shall include, but not be limited to:

- a. review/approval of by-laws,
- b. review/approval of vision and mission statements,
- c. review/approval of delegated powers resolution,
- d. review/approval of procurement policy,
- e. review member appointment terms, and
- f. committee assignments (audit, governance, finance, ethics, innovation, etc.)

2. Regular Meetings: All regular meetings 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 any county served by the Authority, at such time and date as may be designated by the Chairman, subject to the approval of the majority of the Board.

The following Authorities Budget Office mandated reports will be reviewed and approved as follows:

- a. March meeting
 - i. Annual;

¹ Last reviewed/revised 10/18/2023

² Any references to “man”, “he”, or “his” hereinafter are inclusive of all genders.

- ii. Audit;
 - iii. Procurement; and
 - iv. Investment.
- b. October meeting:
- i. Budget.

3. Special Meetings: Special meetings may be held at any time or place in any county served by the Authority 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.

4. Matters: 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:

- a. Roll Call
- b. Reading of minutes of preceding meeting to the end that any correction, alteration or addition may be made
- c. Approval of minutes
- d. Reports of members of Authority, officers or experts retained by the Authority
- e. Communication and bills
- f. Unfinished business
- g. New business
- h. Adjournment

ARTICLE II MEMBERS OF 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, or at any other meeting of the Authority in the event the position becomes vacant, and shall serve until the next annual meeting of the Authority. He shall preside at all meetings of the Authority. He or his designee(s) 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 Water 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.

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 STANDING 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 and a non-Board Member, appointed annually by majority vote of the Board, all of whom shall be familiar with corporate financial and accounting practices to the extent practicable. The non-Board member shall serve as the chairperson of the committee. Notwithstanding the foregoing, no one 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,

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 directs, including in November to prepare for the upcoming annual external audit and in March to review the finalized annual external audit

2. Governance Committee: The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, recommend updates to the Authority's on corporate governance principles, advise the Legislature of the County of Onondaga on the skills and experience required of potential Board Members, examine ethical and conflict of interest issues, perform Board self-evaluations and recommend by-laws which include rules and procedures for conduct of Board business. 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 directs, including one meeting typically held in January to include, but not be limited to, the following agenda items:

a. conduct Board self-evaluations,

b. conduct Executive Director annual performance evaluation,

c. receive ABO updates/refresher training,

d. receive State mandated diversity/harassment training, and

e. review the Authority's strategic plan.

3. Finance Committee: The Finance Committee shall review proposals for the issuance of debt by the Authority and make recommendations. The membership of the Finance Committee shall be all the Board Members. Notwithstanding the foregoing, no Board Member shall serve as a member of the Finance 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 Finance Committee shall meet at such times as the Chairman directs, including a long range budget review/approval typically held in June and a budget workshop typically held in early October.

ARTICLE IV 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, his or her testator or intestate, was a Director or an Officer or an employee of the Authority, or served at the request of the Authority, as 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 necessarily incurred as a result of such action or proceeding, including any appeal thereof.

ARTICLE V AMENDMENTS

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 SEAL

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.