

ORGANIZATIONAL BY-LAWS (Amended 8/14/2019)
of
ONONDAGA COUNTY RESOURCE RECOVERY AGENCY

ARTICLE I

THE AGENCY

- Section 1.1** **Name** - The name of the Agency shall be the Onondaga County Resource Recovery Agency.
- Section 1.2** **Seal** - The Seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.
- Section 1.3** **Office of the Agency** - The Office of the Agency shall be located in the County of Onondaga, State of New York.

ARTICLE II

BOARD OF DIRECTORS

- Section 2.1** **Governing Body** - The governing body of the Agency shall be the Board of Directors.
- Section 2.2** **Membership** - The membership of the Board shall be fifteen: six (6) appointed by the Mayor of the City of Syracuse, four (4) appointed by the Onondaga County Executive, three (3) appointed by the Chairman of the Onondaga County Legislature, one (1) appointed by the town board of the town in which the Agency Waste-to-Energy facility is designated to be located by Resolution of the County Legislature and one (1) appointed by the town board of the town in which the Agency Sanitary Landfill is designated to be located by Resolution of the County Legislature.
- Section 2.3** **Compensation** - Each Director shall serve without compensation, but each shall be entitled to reimbursement of actual and necessary expenses incurred in connection with carrying out the purposes of the Agency.

ARTICLE III

OFFICERS

- Section 3.1** **Officers** - The Officers of the Agency shall be a Chair, a Vice-Chair and a Treasurer who shall be members of the Agency Board of Directors, and a Secretary who need not be a member of the Agency Board of Directors.

- Section 3.2** **Authorized Officer** - The Chair, Vice-Chair, Treasurer or other member of the Board of Directors or Agent or employee of the Agency may be delegated authority to perform specific acts or duties by duly adopted resolution of the Agency.
- Section 3.3** **Nomination and Appointment** - The Administration Committee shall, at its regular November meeting each year, nominate a slate of Officers, consisting of the Chair, Vice-Chair and Treasurer, from among the members of the Agency Board of Directors. Those candidates shall then be submitted to the full Board for individual approval at its December regular Board meeting or at a special meeting, and if approved by Board action, shall hold office for a one (1) year term commencing on January 1 of the following year. If an individual Officer is not approved by the full Board, the position shall be resubmitted to the Administration Committee for another nominee and a special Board meeting shall be called before the end of the calendar year to act upon the nomination.
- Section 3.4** **Terms of Office** - The Officers of the Board shall serve one year terms.
- Section 3.5** **Removal of Officers** - Any Officer may be removed from office at the pleasure of the Board by a majority vote of the Board of Directors at any regular or special meeting, provided, however, that at least fourteen (14) days actual notice of such proposed action is given to all Directors.
- Section 3.6** **Chair** - The Chair shall preside at all meetings of the Agency and meetings of any executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Agency Committees, and with respect to all actions of the Agency Board of Directors the Chair shall be polled last in the roll call of the Board of Directors.
- Section 3.7** **Vice-Chair** - The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in the event of the resignation, end of appointment or death of the Chair, the Vice-Chair shall perform the duties of the Chair until such time as the Agency shall elect a new Chair.
- Section 3.8** **Treasurer** - The Treasurer shall have the care and custody of all funds of the Agency and shall deposit same, in the name of the Agency, in such bank or banks as the Agency may select pursuant to Article 6 Section 6.2 hereof. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and reimburse such monies under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders, and checks shall be countersigned by the Chair.

The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. The Treasurer shall direct the preparation of and submit annual audits and reports as provided by Article 8, Title 13-B, Section 2045-r of the Public Authorities Law of the State of New York. He shall give such bond for the faithful performance of

his duties as the Agency may determine; provisions for such bond shall be paid for by the Agency.

Section 3.9 **Secretary** - The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and maintain a record of all Agency proceedings in a journal of proceedings kept for such a purpose, and shall perform all duties incident to his or her office, including preparation of all reports other than financial reports required by law or agreement to be regularly given. He or she shall have custody of the Seal of the Agency and shall have the power to affix such Seal to all contracts and other instruments authorized to be executed by the Agency.

Section 3.10 **Additional Duties** - The Officers of the Agency shall perform such other duties and functions as may from time-to-time be authorized by resolution of the Agency or be required by the By-laws of the Agency.

Section 3.11 **Additional Personnel** - The Agency may from time-to-time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 13-B, Section 2045 *et. seq.* of the Public Authorities Law of the State of New York, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE IV

MEETINGS

Section 4.1 **Annual Meeting** - The Annual Meeting of the Agency shall be held on the second Wednesday in March, annually, at the regular meeting place of the Agency.

Section 4.2 **Regular Meetings** - Regular meetings of the Agency shall be held on the second Wednesday of each month at 4:00 p.m. unless a majority of Board members affirmatively agree to a change of date and/or time. Requests to change the date or time of such regular Board meeting shall be made to the Secretary of the Board by e-mail, telephonic request, facsimile, regular mail or other confirmed delivery. Standing Committee meeting dates and times shall be set by the Committee Chair in consultation with their members and at least five (5) days before such meeting and Committee members shall be notified of the date and time by e-mail or telephone.

Section 4.3 **Special Meetings** - When the Agency Chair deems it desirable he or she may call a special meeting of the Agency. Upon the written request of two Directors of the Agency, the Chair shall call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Director of the Agency personally or by facsimile or by telegram to the business or home address of each Director of the Agency at least two (2) days prior to the date of such special meeting. At such special meeting,

no business shall be considered other than as designated in the call, but if all the directors of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4.4 **Notice** - Notice of the time and place of each regular meeting of the Agency shall be given to each member by confirmed e-mail, confirmed facsimile or regular mail at least five (5) calendar days before such meeting or where such advance notice is not practical by confirmed e-mail or telephone personally at least twenty-four (24) hours before such meeting.

Section 4.5 **Waiver of Notice** - Notice of any meeting of the Agency need not be given to a member if waived in writing by him or her either before or after such meeting. No notice need be given of any meeting if all the members then in office shall be present thereat. Notice of an adjourned meeting need not be given to anyone present at the time of adjournment.

Section 4.6 **Quorum** - At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting any business; or the exercise of any power or function of the Board and, except as otherwise provided in these By-laws or by any special or general law, any act taken by vote of eight shall be the act of the Board; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained. For any staff employment contracts, the contract may be approved or amended by a vote of eight Board members but may subsequently be cancelled only by a vote of ten Board members.

Section 4.7 **Order of Business** - At a regular meeting of the Agency, the following shall be the Order of Business:

1. Roll call
2. Reading and approval of the Minutes of the previous meeting
3. Reports of Officers
4. Staff Reports
5. Committee Reports and Resolutions
6. Unfinished Business
7. New Business
8. Program/Presentation
9. Adjournment

The foregoing Order of Business may be changed or modified at any regular meeting, by a resolution of the members made immediately following the roll call, or prior to such meeting by service upon each member of a written agenda with the notice of meeting provided in Section 4.4 of this Article.

Section 4.8 **Manner of Voting** - The voting on all questions coming before the Agency shall be by roll call, and the yeas, nays and abstentions shall be entered on the Minutes of such meeting, except in the case of appointments when the vote shall be by ballot.

Section 4.9 **Rules of Procedure** - All meetings of the Agency shall be conducted in accordance with Roberts Rules of Order, current edition.

ARTICLE V

GENERAL

Section 5.1 **Resolutions** - The Agency shall act by Resolution of the Board of Directors. The Agency may from time-to-time consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. All resolutions shall be in writing, distributed or read to the members of the Board present at the meeting where such resolution is considered. All passed resolutions shall be copied in, or attached to, a journal of the proceedings of the Agency.

Section 5.2 **Fiscal Year** - The Agency may, from time-to-time, establish and reestablish its fiscal year.

Section 5.3 **Committees** - The Agency may form, from time-to-time, such standing or special committees from its membership as it deems desirable to advise the Board on any matter incident to the function of the Agency.

The Agency has formed the following Standing Committees with general responsibilities as set forth below:

Audit Committee - is responsible for retaining a CPA firm to act as the Agency's independent auditor, establishing the independent auditor's compensation, providing direct oversight of the Agency's independent audit, responding to management letters and other recommendations from the independent auditor, auditing compliance with the Agency's Code of Ethics, Agency policies and governmental laws and regulation, Whistleblower complaints, management of the Agency's Confidential Internal Controls Compliance Officer and reviews of audited financial statements.

Governance Committee - is responsible for reviewing corporate governance trends, keeping the Board informed of best practices, updating the Agency's corporate governance principles and advising appointing authorities on the skills and experiences required of potential Board members.

Administration Committee - is responsible for nominating a slate of officers, oversight of matters related to represented and non-represented employed personnel, Agency policies, main office lease/business, overall Agency finances and budget, bonding, Agency by-laws, Agency investments, power sales, purchase/rental/sale of Agency real and personal property, Agency contracts not related to recycling or operations, Agency legal affairs/litigation, safety and health, setting fees and charges, records, FOIL and Open Meetings issues, SEQR matters, insurance matters, oversight of senior management, ethics issues, legislative affairs and other Agency administrative matters.

Finance Committee - is responsible for reviewing proposals for the issuance of debt by our Agency and making recommendations relative thereto. The Finance Committee shall also review and comment on all proposed future capital expenditures to be funded from Agency reserves.

Recycling/Operations Committee - Recycling includes all facilities and matters, including public education related to recycling, reduction, composting, household hazardous waste, material recovery facilities, designation of County recyclables and governmental legislation related thereto. Operations is responsible for all matters related to the Agency's transfer operations, facilities, vehicles and equipment, waste to energy operations, waste/ash disposal, scrap metal sales and maintenance of records retention facilities.

The Agency may amend its list of Standing Committees, revise their responsibilities or form such other Standing Committees from its membership as it deems desirable. The Standing Committees advise the Board on any matter incident to the function of the Agency, prepare applicable topics and develop proposed resolutions within their general responsibilities for Board consideration. The Board may also form Special (Ad Hoc) Committees, as the need arises, to carry out a specified task, at the completion of which, such Special Committee shall issue a final report and cease to exist. Non-members may be appointed to such Special Committees but only by Board consent. The Chair of such Special Committee shall be a Board member but the Special Committee may include non-members. The Board Chair shall appoint all Committee chairs and designate Committee membership and advise the Board of such appointments accordingly.

- Section 5.4** Powers - The Agency shall do all things necessary or convenient to carry out its purpose and shall exercise the powers expressly given the Agency as set forth in Article 8, Title 13-B of the Public Authorities Law of the State of New York, being sections 2045-a through 2045-x of said law.
- Section 5.5** Open Meetings Law - Meetings of the Agency are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.
- Section 5.6** Designated Official Newspaper - The Agency may designate a newspaper of general circulation in the Onondaga County area as its official newspaper, for the publication of legal notices, requests for proposals or bids, or other official Agency advertisements or publications.
- Section 5.7** Authority to Institute Collection Actions - The Board of Directors of the Onondaga County Resource Recovery Agency has delegated to its Executive Director, acting in consultation with its Agency Counsel, authority to institute any legal actions and/or other proceedings necessary to collect unpaid monies due and owing to the Agency for services provided by the Agency.

ARTICLE VI

MISCELLANEOUS

Section 6.1 **Indemnification** -The Agency shall, to the fullest extent permitted by Article 2 Section 18 of the Public Officers Law of the State of New York and subject to the provisions thereof, 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 employee of the Agency or served at the request of the Agency, as a Director or an Officer or employee of the Agency or served at the request of the Agency, as a Director or an Officer or employee of any subsidiary of the Agency, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein).

Section 6.2 **Designated Depositories** - The Agency shall designate the depositories of its monies, credits and funds either within or without the state. The Agency may require any bank or trust company so designate, in which Agency funds are on deposit or are to be deposited, to deliver to the Agency a surety bond payable to the Agency, executed by a surety company authorized and licensed to transact business in the State of New York and assuring the Agency the payment of such deposits and the agreed interest thereon; or in lieu of a depository bond may require any bank or trust company to deposit with the Agency the bonds or certificates of the United States, the State of New York, any county, town, city, village or school district as surety for such bonds so deposited, but such bond or certificates shall be deposited in such place and held under such conditions as the Agency may determine.

Section 6.3 **Continuing Agency Insurance Coverage for Agency Board members and Employees** - In selecting and approving insurance coverage for all Agency operations and actions, the Agency will ensure that coverage is selected and maintained in such a manner that all past, present and future Board members and employees are fully covered by all available and applicable policies in adequate coverage amounts and without coverage gaps to ensure that any and all possible claims and actions against those past, present and future Board members and employees for their actions or actionable inaction while on the Agency Board or employed by the Agency are fully covered, without the possibility of a lapse in coverage. This By-law may only be revoked or modified by a vote of ten (10) Board members. This By-law does not, in any way, limit continuing Agency responsibility and indemnification for Agency Board members and employees available under existing law.