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ARTICLE A: ORGANIZATION

Section 1: Administration; The powers, organization and administration of the Livingston County Water and Sewer Authority (the “Authority”) shall be as authorized and established by the provisions of the Livingston 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 seven (7) members (“Members”) appointed by resolution by the Board of Supervisors of Livingston County (the “Board of Supervisors”).

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 Livingston County.

- a) No Board member, including the chairperson, shall serve as the Authority’s chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.
- b) Pursuant to subdivision 2 of Section 2824 of the New York State Public Authorities Law (hereafter “PAL”), individuals appointed to the Board shall participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of the Authority within one year of appointment to the Board. Board Members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.
- c) Pursuant to subdivision 3 of Section 2825 of the PAL, all Authority Board members, officers and employees shall file annual financial disclosure statements with the Board of Ethics of the County of Livingston (the “County”) pursuant to Section 73-a of the New York State Public Officer’s Law.

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 to an oath or affirmation before entering the duties of his/her office.

The oath shall be administered by the County Clerk or Assistant County Clerk of Livingston County and shall be filed in the office of the County Clerk of Livingston County.

At the time that each Member takes and subscribes his or her oath of office, he or she shall execute an acknowledgment in which the Board Member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph (g) of Section 2824 of the PAL, and acknowledges that he or she shall perform each of their duties as a Board Members in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take

into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public; understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

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 Livingston 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 Board of Supervisors for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office and for the same reasons as provided by law for the removal of officers of Livingston County. Prior to removal, the Board of Supervisors 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, , 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.

Section 8: Compensation of Members. The Officers of the Authority shall receive from the Authority such salary if any as shall be determined from time to time by the Board. Members and officers shall be reimbursed for all their actual and necessary expenses, including travel expenses, incurred in carrying out their duties. The Authority may not grant loans or extend credit to members, officers or employees of the Authority.

ARTICLE C: MEETINGS

Section 1: Annual Meeting. The first meeting in each fiscal year shall be the annual meeting of the Authority and shall be held at the time and place, within Livingston County, designated in the notice of same.

Section 2: Regular Meetings. Regular meetings of the Authority shall be held at the time and place, designated at the annual meeting or from time to time by Resolution of the Board.

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 Livingston County, as the person calling the meeting shall determine.

Section 4: Notice to 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, by email or by leaving the notice at his/her residence or usual place of business at least three (3) days before the meeting. No notice of an adjourned meeting of the Authority need be given to Members other than by announcement of the meeting. Notice of any meeting need not be given to any Member who submits a signed waiver of notice thereof before, at or after the meeting, nor to any Member who attends the meeting without protesting, prior to or at the commencement of the meeting, the lack of notice to him/her. 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. Four (4) 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 four (4) of the Members of the Authority.

When a quorum is one 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.

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.

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

Section 9: Privileges of the Floor. Anyone wishing to have privileges of the floor at an Authority Board meeting must provide notice Seven (7) business days before the meeting date. Notice may be given to any Board Member or officer of the Board in person or via phone, text, fax, e-mail or mail. The Chairman of the Board may limit time and number of privileges of the floor granted at any meeting. It is the discretion of the Chairman of the Board or majority of the Board if privileges will be granted under or outside of this policy.

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 or meetings by the Members with legal counsel for purposes of attorney/client privileged discussions.

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 four (4) 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 in executive session 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) Collective negotiations pursuant to article fourteen of the civil service law;
- f) 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;
- g) The preparation, grading or administration of examination; and
- h) 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.
- i) "Any other reason authorized by law."

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

ARTICLE E: COMMITTEES

Section 1: Committees. The Authority may create a management committee and one or more other committees of the Authority, each consisting of three or more Members of the Authority, which 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.

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- a) For the purposes of this section, an independent member is one who:
- 1) is not, and in the past two years has not been, employed by the Authority in an executive capacity;
 - 2) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Authority or received any other form of financial assistance valued at more than fifteen thousand dollars from the Authority;
 - 3) is not a relative of an executive officer or employee in an executive position of the Authority; and
 - 4) is not, and in the past two years has not 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.
- b) Pursuant to PAL Section 2824 subsection 4, the Members shall establish and maintain an Audit Committee to be comprised of not less than three independent Members, who shall constitute a majority on the Committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee; provided, however, that in the event that the Board has less than three independent Members, the Board may appoint non-independent Members to the Audit Committee, provided that the independent Members must constitute a majority of the Members of the Audit Committee. The Committee shall recommend to the Board 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. Members of the Audit Committee shall be familiar with corporate financial and accounting practices.
- c) Pursuant to PAL Section 2824 subsection 6, the Members shall establish and maintain a Governance Committee to be comprised of not less than three independent Members, who shall constitute a majority on the Committee, and who shall possess the necessary skills to understand the duties and functions of the Governance Committee; provided, however, that in the event that a Board has less than three independent Members, the Board may appoint non-independent Members to the Governance Committee, provided that the independent Members must constitute a majority of the Members of the Governance Committee. It shall be the responsibility of the Members of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to recommend updates to the Authority's corporate governance principles; to advise appointing entities on the skills and experiences required of potential Board Members; to examine ethical and conflict of interest issues; to perform Board self-evaluations; and to recommend by-laws which include rules and procedures for conduct of Board business; and
- d) Pursuant to PAL Section 2824 subsection 8, because the Authority does periodically issue debt, the Members shall establish and maintain a Finance Committee to be comprised of not less than three independent Members, who shall constitute a majority on the Committee, and who shall possess the necessary skills to understand the duties and functions of the Committee; provided, however, that in the event that a Board has less than three independent Members, the Board may appoint non-independent Members to the Finance Committee, provided that the independent Members must constitute a majority of the Members of the Finance Committee. It shall be the responsibility of the Members of the Finance Committee to review proposals for the issuance of debt by the Authority and its subsidiaries and make recommendations.

Section 2: Meetings. Meetings of any committee of the Authority may be held at such places within Livingston County as the committee shall determine. Regular meetings of any committee of the Authority shall be held at such times as may be determined by either the Authority or such committee, and no notice to Members of the Committee shall be required for any regular meeting. Special meetings of any committee shall be called by the Secretary of the Authority upon the request of any two Members thereof. Notice of special meetings of any committee shall be given by mailing or emailing the same, at least three (3) days before the day on which the meeting is to be held, to the address or email 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) or by delivering it personally at least twelve (12) hours in advance of the time for which the meeting is called. Notice of any meeting need not be given to any committee member who submits a signed waiver of notice thereof before, at or after the meeting of any committee need be specified in any notice or written waiver of notice unless so required by these By-Laws, except 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 and/or the Executive Director 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 Section 2925 of the PAL and Section 98-a of the New York 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 Livingston 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 C3, Section 6 of these By-Laws, 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 for regular meetings no less than two (2) days prior to the meeting to the email address of each Member designated by him/her for such purpose. The Secretary shall provide a paper copy any Member requesting such.

Section 6: Additional duties. The officers of the Authority shall perform such other duties and functions as may from time to time be authorized by resolution of the Authority or be required by the Authority, by the By Laws of the Authority or be the rules and regulations of the Authority. 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 authority 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) 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, title and salary 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. By-Laws may be repealed (except where provisions of sections of the Laws of the State of New York are incorporated), amended (except where provisions of sections of the Laws of the State of New York are incorporated) or adopted by the Board.

Section 2: Filing of By-laws. The Secretary of the Authority shall file a certified copy of the By-Laws, and any amendments thereto, with the office of the Livingston County Clerk.