

BYLAWS

OF

MONTGOMERY-OTSEGO-SCHOHARIE
SOLID WASTE MANAGEMENT AUTHORITY

Adopted 10/6/88

ARTICLE I – THE CORPORATION

Section 1.1 Description

The Montgomery-Otsego-Schoharie Solid Waste Management Authority, (the “Authority”), is a corporate governmental agency of the State of New York constituting a political subdivision and public benefit corporation, created by and having the powers and functions set forth pursuant to Sections 2041 through 2041-x of the Public Authorities Law of the State of New York, as amended, (the “Act”).

Section 1.2 Membership

The membership of the Authority shall consist of eight (8) members as are appointed pursuant to the Act (Public Authorities Law Section 2041-b) which includes as otherwise provided therein:

- A. Three members from the County of Montgomery to be appointed by the Chairman of the Board of Supervisors and confirmed by the Board of Supervisors of such County all of whom shall be residents of the County and at least one of whom shall be a resident of the City of Amsterdam;
- B. Three members from the County of Otsego to be appointed by the Chairman of the Board of Representatives and confirmed by the Board of Representatives of such County all of whom shall be residents of the County and at least one of whom shall be resident of the City of Oneonta;
- C. Two members from the County of Schoharie both of whom shall be residents of the County, and who shall be appointed by the Chairman of the Board of Supervisors and confirmed by the Board of Supervisors of such County.

Section 1.3 Term of Membership

The terms shall be as specified in the Act as follows:

The first members of the Authority shall be appointed for the following terms from the thirty-first day of December of the year in which their appointment becomes effective; one member each to be appointed by each County for a term of four years; one member each to be appointed by each County for a term of two years; one member to be appointed by the County of Montgomery for a term of three years; one member to be appointed by the County of Otsego for a term of three years. Subsequent appointments of members shall be made in the same manner and for terms of four years ending in each as on the thirty-first day of December of the last year of each such term. All members shall continue to hold office until their successors are appointed and qualified.

Section 1.4 Vacancies and Removal

Vacancies occurring at the end of a term shall each be filled in the manner provided for original appointment and for a four-year term. Vacancies occurring otherwise than by expiration of a term shall be filled by the affected participating County in the same manner respectively, for the unexpired terms. Members may be removed from office by the governing body of the County from which appointed for inefficiency, neglect of duty, or misconduct in office after the Authority or governing body has given such member a copy of the charges against him and an opportunity to be heard in person or by counsel in his defense, upon not less than ten days notice. If any member shall be so removed, there shall be filed with the Chairman of the Authority and the Chairman of such governing body a complete statement of charges made against such member and the findings of the governing body thereon, together with a complete record of the proceeding. Failure to attend regular meetings shall be considered neglect of duty.

Section 1.5 Offices

The principal office and corporate offices of the Authority shall be located in Montgomery County Department of Solid Waste Management, Park Street, Fonda, New York 12068. The Authority may also have such other offices at such places within the State of New York, as the Board may from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Authority.

Section 1.6 Seal

The official seal of the Authority shall be in a design, circular in form, bearing the words and dates as follows:

Montgomery-Otsego-Schoharie Solid Waste Management Authority 1987.

Section 1.7 Fiscal Year

The fiscal year of the Authority shall begin on the first day of January in each calendar year and shall end at the close of business on the 31st day of December in the same calendar year.

ARTICLE II – MEETINGS

Section 2.1 Annual Meeting

The annual meeting of the Authority shall be the last Tuesday of January in each year. Whenever a quorum is not present at the annual meeting, a substitute annual meeting shall be called in the same manner as is provided for the calling special meetings of the Authority.

Section 2.2 Regular Meetings

The Authority shall, at its annual meeting, schedule a minimum of 6 regular meetings for that year including the annual meeting to be held, within the State of New York. The regular business of the Authority may be transacted at such meetings.

Section 2.3 Special Meetings and Notices

Special meetings may be called at any time by the Chairman, or in his or her absence, by the Vice-Chairman, at their discretion. Other special meetings shall be called by the Chairman, or in his or her absence, by the Vic-Chairman, or by the Executive Director upon the request of three members then in office. It shall be the duty of the Chairman, or in his or her absence, of the Vice-Chairman, or of the Executive Director, to issue a call for a special meeting within 10 days after receipt of such request of such three members. Written notice of each special meeting shall be given by the Secretary or in his or here absence, by the Chairman or Vice-Chairman or by the Executive Director, specifying the time and place of the meeting, addressed to the respective members at such address as each member notifies the Authority is his or here official address for the receipt of such notices, and shall be deposited in the post office at least seventy-two (72) hours excluding Sundays prior to the time fixed for such meeting. Such notice of special meeting shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless $\frac{3}{4}$ of the members of the Authority then in office are present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A meeting of the members of the Authority may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by three-quarters ($\frac{3}{4}$) of the members of the Authority.

Section 2.4 Waiver of Notices

Notice of any meeting of the Authority need not be given to any member if waived in writing by such member either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any meeting if all of the members then in office shall be present thereat. Notice of adjourned meeting need not be given to any member present at the time of the adjournment.

Section 2.5 Conduct of Meetings

Except as otherwise required by the Act, a majority of the whole number of members of the Authority shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Authority shall have the power to act, for the transaction of any business, or the exercise of any power of the Authority by the majority of the members of any meeting at which a quorum is in attendance. The majority of the members, whether or not a quorum is present, may adjourn any meeting to another time and place. The conduct of meetings shall be governed by Roberts Rules of Order.

Section 2.6 Order of Business

The order of business shall be set by the Chairman. Other business may be proposed by members at the time but must be included in the order of business by majority voted. An agenda shall be mailed to the members of the Authority by the Chairman at least 10 days before any regular meeting.

Section 2.7 Committees

The Chairman shall appointed members of committees established by the Authority as are deemed necessary to carry out the purposes of the Authority.

ARTICLE III – BOARD OFFICERS

Section 3.1 Officers

The officers of the Authority shall be Chairman, Vice-Chairman, Secretary and Treasurer, all of whom shall be elected from among the members duly appointed by the participating counties pursuant to Section 1.2 hereof and the Act except the secretary, who does not have to be a member of the Authority. Such officers shall be elected at the Annual Meeting of the Authority. All officers shall hold office until their successors are chosen and qualify in their stead or upon their resignation, incapacity or death of an officer a successor shall be chosen no later than the next regular meeting or special meeting.

Section 3.2 Duties of the Chairman

The Chairman shall:

- A. Preside at all meetings of the Authority at which he or she is present.
- B. Enforce or cause to be enforced all laws and regulations relating to the administration of the Authority.
- C. Call meetings of the Authority, as indicated by the By-Laws.
- D. Enforce these By-Laws.
- E. 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.
- F. Exercise such other powers and perform such other duties as the Authority shall designate.

Section 3.3 Duties of Vice-Chairman

The Vice-Chairman shall perform the duties of the Chairman in the event the office of Chairman is vacant or in the event the Chairman is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Authority shall designate.

Section 3.4 Duties of Secretary

The Secretary shall keep the minutes of the meetings of the Authority; attend to the service of notice 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 or her; shall perform all the duties as the Authority may designate. The Authority may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of the officer.

Section 3.5 Duties of Treasurer

The Treasurer shall:

- A. be responsible for the care and custody of all funds and securities of the Authority, including the investment thereof, and deposit the funds and securities or cause the same to be deposited in the name of the Authority in a bank or banks, trust company or trust companies in interest bearings accounts;
- B. render or cause to be rendered a statement of the financial condition of the Authority at the annual meeting and at such regular meeting thereof and at such other meeting as shall be required by the Authority;
- C. render or cause to be rendered a full financial report to the Authority after the expiration of each fiscal year;
- D. execute a bond conditioned upon the faithful performance of the duties of his office, the amount and sufficiency of which shall be approved by the Authority; and
- E. exercise such other powers and perform such other duties as the Authority may determine and such other duties and responsibilities as may be prescribed in the Act.

Section 3.6 Records Maintenance Officer

A Records Maintenance Officer shall be designated at the Annual Meeting.

ARTICLE IV – STAFF OFFICERS

Section 4.1 Executive Director

There shall be appointed by the Authority an Executive Director. He or she shall be the general manager of the Authority who shall serve in such capacity at the pleasure of the Authority. The Executive Director shall be responsible for the administration of its affairs. That person shall be the general manager of the Authority and shall conduct the business of the Authority. That person shall exercise supervision of all functions of the Authority within the framework or policy established by the Authority. That person shall be responsible for the implementation of all resolutions, order, programs or projects of the Authority. That person shall attend meetings of the Authority as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed for that person by law or by the Authority. That person shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated to him or her. That person shall report to the Chairman and the Authority members on the progress of all programs.

ARTICLE V – EMPLOYEES

Section 5.1 Employees

There may be retained or employed, such other person, firms and corporations as permitted by law.

ARTICLE VI – INDEMNIFICATION

Section 6.1 Indemnification

The Authority shall, to the fullest extent permitted by law, 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 testator or intestate, was a member of, an officer, or employee of the Authority or served, at the request of the Authority as a member or an officer or an employee of any subsidiary of the Authority, 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) providing; (a) such member, officer or employee acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Authority, and (b) it is not determined in any such action or proceeding that such member, officer or employee acted with willful or gross negligence.

ARTICLE VII – BYLAWS

Section 7.1 Amendments

These Bylaws may be repealed or amended by the Authority at any duly called regular meeting, provided, however, that notice in writing specifying that the Bylaws are to be repealed or specifying the portions thereof to be amended shall be mailed to each member at least ten days prior to the meeting at which such changes are to be passed on.

Section 7.2 Filing of Bylaws

Copies of these Bylaws duly certified by the Secretary of the Authority shall be filed in the office of the Authority and in the office of the Clerk of the County of the legislative body of the participating Counties, namely: Montgomery, Otsego and Schoharie, as provided in Section 2041-d(10) of the Act.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 8.1 Obligations of the Authority

The Authority shall immediately file with the State Comptroller if appropriate, an application pursuant to Section 30 of the Retirement and Social Security Law to become a participating employer in the New York State Employees Retirement System. Such participation shall be on the basis of the retirement plan and benefits provided by Retirement and Social Security Laws. Section 75-d and 75-c and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e and 75-g or 750-i.

The Authority shall also immediately take appropriate action if appropriate to cover such officers and employees with Old Age and Survivors Insurance coverage pursuant to Article III of the Retirement and Social Security Law.

These Bylaws are enacted by the Board of the Authority on October 6, 1988.