

OWASCO LAKE WATERSHED MANAGEMENT COUNCIL, INC.

RESOLUTION

An organizational meeting of the Members of the **Owasco Lake Watershed Management Council, Inc.** was convened on **June 14, 2011** at **9:00 A.M.** at Cayuga County Office Building, CEMO Room 1, Basement Floor, 160 Genesee Street, Auburn, NY 13021 and the following resolution was duly offered and seconded, to wit:

Resolution No.01-11

**AMENDMENT OF THE BYLAWS OF THE OWASCO LAKE WATERSHED
MANAGEMENT COUNCIL TO INCLUDE TECHNICAL ADVISORS AS EX-
OFFICIO, NON-VOTING DIRECTORS**

MOTION BY: Bill Graney

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”, and hereinafter referred to as the “Act”), and a Certificate of Incorporation (the “Certificate”) filed with the New York Secretary of State on the 23rd day of February, 2011, the **Owasco Lake Watershed Management Council, Inc.** (the “Corporation”) has been established as a not-for-profit, local development corporation to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest, including undertaking programs and activities in furtherance of managing, monitoring and protecting the water resources of Owasco Lake and the water resources within the Owasco Lake Watershed for the well-being and benefit of the residents of the County; and

WHEREAS, the Members of the Corporation pursuant to the Certificate, desire to amend the adopted By-laws of the Corporation to include a number of technical advisors on the Board of Directors of the Corporation to serve as Directors in an ex-officio and non-voting advisory capacity, such proposed By-laws Amendment being attached hereto as **Exhibit A**;

NOW, THEREFORE, BE IT RESOLVED by the Members of the Corporation as follows:

Section 1. The Corporate Bylaws of the Owasco Lake Watershed Management Council Inc., are hereby amended to include the following language to be inserted into the duly adopted Bylaws at Article III, Section 2, (h):

(h) Ex-Officio Members. The following representatives, or their designees, from each of the following departments, agencies or organizations shall serve as Ex-officio Directors on the Owasco Lake Watershed Management Council Inc. Board of Directors: the Executive Director of the Cayuga County Soil and Water Conservation District, the Director of the Cayuga County Health Department Environmental Health Division, the Director of the Cayuga County Planning & Economic Development Department, the Chair of the Cayuga County Water Quality Management Agency (WQMA), the Chair of the Cayuga County Board of Health, the Chief Operator, City of Auburn Water Treatment, and the President of the Owasco Lake Watershed Association (OWLA). These Ex-officio Directors shall not be voting Directors and shall not count toward the number of voting Directors identified in Section 2(a) of this Article.

Section 2. This resolution shall take effect immediately.

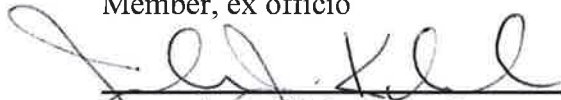
SECOND BY: John Klink

Dated: June 14, 2011

**Owasco Lake Watershed
Management Council, Inc.**



Hon. Peter A. Tortorici, Chairman
Member, ex officio



Hon. John J. Klink, Supervisor
Member, ex officio



William Graney, Auburn City Councilor
Member, ex officio

CERTIFICATION

STATE OF NEW YORK)
COUNTY OF CAYUGA)

I, Eileen O'Connor, the undersigned, (Acting) Secretary of the **Owasco Lake Watershed Management Council, Inc.** (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Members of the Corporation, including the Resolutions contained therein, held on **June 14, 2011**, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14th day of June, 2011.



Secretary

(SEAL)

EXHIBIT A

BYLAW AMENDMENT

**PROPOSED AMENDMENT TO THE ADOPTED BYLAWS OF THE OWASCO
LAKE WATERSHED MANAGEMENT COUNCIL.**

AMENDMENT TO:

ARTICLE III – BOARD OF DIRECTORS

SECTION 2- NUMBER, ELECTION AND TERM OF DIRECTORS

AMENDEND BY:

ADDING NEW § (h): Ex-Officio Members:

(h) The following representatives, or their designees, from each of the following departments, agencies or organizations shall serve as Ex-officio Directors on the Owasco Lake Watershed Management Council Inc. Board of Directors: the Executive Director of the Cayuga County Soil and Water Conservation District, the Director of the Cayuga County Health Department Environmental Health Division, the Director of the Cayuga County Planning & Economic Development Department, the Chair of the Cayuga County Water Quality Management Agency (WQMA), the Chair of the Cayuga County Board of Health, the Chief Operator, City of Auburn Water Treatment, and the President of the Owasco Lake Watershed Association (OWLA). These Ex-officio Directors shall not be voting Directors and shall not count toward the number of voting Directors identified in Section 2(a) of this Article.