

OWASCO LAKE WATERSHED MANAGEMENT COUNCIL, INC.

RESOLUTION

A meeting of the Members of the **Owasco Lake Watershed Management Council, Inc.** was convened on **February 14, 2012 at 10:00 A.M.** at Cayuga County Office Building, Caucus Room 1, 160 Genesee Street, Auburn, NY 13021 and the following resolution was duly offered and seconded to wit:

Resolution No.01-12

**AMENDMENT OF THE BYLAWS OF THE OWASCO LAKE WATERSHED
MANAGEMENT COUNCIL TO MODIFY THE COMPOSITION OF
MEMBERSHIP**

MOTION BY: Steven Cuddeback.

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 change the Cayuga County legislative representative from Chairman, Cayuga County Legislature ex-officio to Chairman or Member of the Cayuga County Legislature ex officio as appointed by the Chairman, Cayuga County Legislature and approved by the Cayuga County Legislature, more specifically outlined in **Exhibit A** attached hereto and made a part hereof;

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 as Article II, Section 1:

Article II, Section 1. – COMPOSITION OF MEMBERSHIP.

The Members of the Corporation shall be comprised of the following individuals, ex officio:

Chairman or Member of the Cayuga County Legislature as appointed by the Chairman, Cayuga County Legislature, as approved by the Cayuga County Legislature, ex officio
Supervisor, Town of Owasco, ex officio
Mayor or City Council Member, City of Auburn, as approved by the City Council of the City of Auburn, ex officio

Additional Members of the Corporation may be added from time to time by majority vote of the then-existing Members of the Corporation.

The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein.

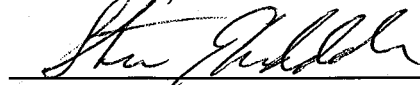
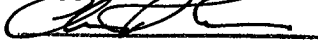
Section 2. This resolution shall take effect immediately.

SECOND BY: Edward Wagner

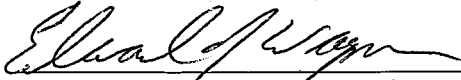
Dated: February 14, 2012

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

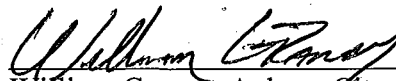
Approved as to form:



Hon. Steven Cuddeback, Chairman
Member, ex officio



Hon. Edward Wagner, 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 Resolution contained therein, held on **February 14, 2012**, 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 me hand and affixed the seal of the Agency this 14 day of February, 2012.

Eileen O'Connor
Secretary

(SEAL)

EXHIBIT A

BYLAW AMENDMENT

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

AMENDMENT TO:

ARTICLE II – MEMBERSHIP

SECTION 1 – COMPOSITION OF MEMBERSHIP

AMENDED BY:

MODIFYING ARTICLE II, SECTION 1 TO READ

Section 1. – COMPOSITION OF MEMBERSHIP.

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ex officio:

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