

BY-LAWS
OF
OWASCO LAKE WATERSHED MANAGEMENT COUNCIL, INC.

Amended December 16, 2025 (Rewrite for Organization and Clarity, Greater Description of Legal Responsibilities);
Amended June 14, 2011 (Regarding Technical Advisors);
Amended February 14, 2012 (Chairperson of Legislature or Designee);
Amended April 19, 2012 (Adding Town of Fleming as Director);
Amended May 22, 2012 (Adding Town of Scipio as Director);
Amended June 11, 2013 (Add CCE as Ex-Officio Director);
Amended February 18, 2014 (Adding Town of Niles as Director);
Amended February 22, 2016 (Revising the Number of Directors needed for Quorum of Board);
Amended March 15, 2016 (Adding Town of Locke as Director);
Amended December 19, 2016 (revising designation of certain Member/Directors);
Amended March 20, 2018 (Adding City of Auburn Voting Representative to the WIC);
Amended April 16, 2019 (Adding Village of Moravia as Director);
Amended June 18, 2019 (Adding Village of Groton as Director);
Amended July 16, 2019 (Adding Town of Summerhill as Director);
Amended October 20, 2020 (Adding Town of Sennett as Director);
Amended March 15, 2022 (Adding Town of Dryden as Director);
Amended July 16, 2024 (Adding Town of Lansing as Director)

**BY-LAWS
OF THE
OWASCO LAKE WATERSHED MANAGEMENT COUNCIL, INC.**

ARTICLE I – THE CORPORATION

SECTION 1 – NAME

The Corporation shall be known as “OWASCO LAKE WATERSHED MANAGEMENT COUNCIL, INC.” (the “**Corporation**”).

SECTION 2 – OFFICES

The principal office of the Corporation shall be located in the County of Cayuga, New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

SECTION 3 – PURPOSES; ACTIVITIES

(a) Purposes. The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation, including 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 (as defined below) for the well-being and benefit of the residents of Cayuga County.

(b) Activities. In furtherance of same, the Corporation shall (i) monitor and evaluate the quality and general health of the waters of Owasco Lake, and the water resources, both surface and groundwater, within the Owasco Lake Watershed comprising the receiving waters of Owasco Lake (the “**Owasco Lake Watershed**”); (ii) monitor, inspect or cause to be inspected activities and circumstances within the Owasco Lake Watershed and within Owasco Lake that may impact the quality and general health of the waters of Owasco Lake or the water resources of the Owasco Lake Watershed; (iii) act in the public interest and further the protection and preservation of Owasco Lake and the Owasco Lake Watershed as a source of public drinking water, as a recreational asset and important natural resource.

(c) Organization. The Corporation is a charitable New York not-for-profit local development corporation and will maintain Section 501(c)(3) tax exempt status under the Internal Revenue Code of 1986, as amended.

ARTICLE II – MEMBERSHIP

SECTION 1 – COMPOSITION

The Corporation is a local development not-for-profit corporation with members. The members of the Corporation are three (3) individuals (“**Members**”), each appointed by one of the municipalities listed on Schedule “A” attached hereto, as may be amended from time to time (the “**Primary Municipalities**”).

SECTION 2 – RIGHTS AND POWERS RESERVED TO THE MEMBERS

The following powers are reserved to the Members:

- (a) electing the directors to serve on the Corporation’s governing board (the “**Board**” or “**Board of Directors**”);
- (b) increasing or decreasing the number of Directors serving on the Board;
- (c) removing a Director, with or without cause;
- (d) accepting any new Member or the withdrawal of any Member by amending Schedule “A”;
- (e) amending the list of Participating Municipalities (as defined in Article III, Section 1a) set forth on Schedule “B”;
- (f) amending, modifying or waiving any provision of the Corporation’s Certificate of Incorporation, these By-Laws or any conflict-of-interest policy;
- (g) approving the annual budget and budget modifications, including staff salaries and benefits;
- (h) overseeing and managing the operation and implementation of the Watershed rules and regulations promulgated by the Owasco Lake Watershed Inspection and Protection Division and participating on the Watershed Inspection Committee;
- (i) incurring any indebtedness, pledging, or granting a lien on any assets of the Corporation, or causing the Corporation to guarantee, assume, endorse or otherwise become responsible for the obligation of any other person or entity;
- (j) causing the Corporation to make any loan or advance to, or a capital contribution in, any person, partnership, joint venture or entity;
- (k) entering into or effecting any transaction or series of related transactions involving the purchase, lease, license, exchange, or other acquisition (including by merger, consolidation, acquisition of stock, or acquisition of assets) by the Corporation of any assets or equity interest of any person;
- (l) entering into or effecting any transaction or series of related transactions involving the sale, lease, license, exchange or other disposition (including by merger, consolidation, sale of stock, or sale of assets) by the Corporation of any assets or equity interest, other than sales of inventory in the ordinary course of business consistent with past practice; and
- (m) causing the Corporation to merge or dissolve and adopting any plan of merger or dissolution.

SECTION 3 – ANNUAL MEETING OF THE MEMBERS

The Members shall hold, at a minimum, one annual meeting of the Members at a convenient time and place designated by the Members. At the annual meeting, the Members shall elect the Board of Directors in accordance with Article III, Section 2, receive the annual report as described in Article VI, Section 3 (Annual Report) and transact such other business as may properly come before the meeting.

SECTION 4 – SPECIAL MEETINGS OF THE MEMBERS

Special meetings of the Members may be called at any time by ten percent (10%) of the total number of the Members and shall be called by the Secretary within five (5) days of receipt of a written request from ten percent (10%) of the total number of the Members. Such request shall state (i) the purpose or purposes for the proposed meeting and (ii) a date for the special meeting which is not less than ten (10) nor more than fifty (50) days from the date of such written request. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if by unanimous consent all of the Members present at such meeting elect to transact business not previously described in the notice, then the Corporation may transact such other business. Notice of a special meeting of the Members shall be given according to the notice provisions in Article II, Section 6 (Notice of Membership Meetings).

SECTION 5 – PLACE OF MEETINGS; ORGANIZATION

(a) All membership meetings shall be held at the principal office of the Corporation or at such other location as may be determined by the Members. At each membership meeting, the Members shall select, by a vote of a majority of Members present, a Member to preside. The Secretary of the Board, or, in his or her absence, a person chosen by the Members, shall keep complete and accurate minutes of the meeting.

(b) At any time that the Corporation is subject to Public Officers Law, Article 7, §§100 et. seq. (the “**Open Meetings Law**”), every meeting of the Board of Directors shall be open to the general public, except for business transacted during an executive session called in accordance with Open Meetings Law, Section 105.

(c) The Corporation utilizes videoconferencing in its meetings of the Members pursuant to the Open Meetings Law and authorized in the manner required by the New York Public Officers Law.

SECTION 6 – NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice to Members. Notice of each meeting shall state the (i) purpose or purposes for which the meeting is called, (ii) the place, date and time of the meeting and, (iii) unless it is the annual meeting, that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally, by electronic mail, or by physical mail to each Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is deemed given when deposited in the United States mail, with postage thereon prepaid, directed to a Member at his or her address as it appears on the records of the Corporation, or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Waiver. Notice need not be given to a Member if he or she waives notice. The

attendance of a Member at a meeting without protesting the lack of notice prior to the conclusion of such meeting shall constitute a waiver of notice.

(b) Public Notice. At any time that the Corporation is subject to the Open Meetings Law, public notice of each meeting scheduled shall be given or electronically transmitted to the news media and shall be conspicuously posted in a public facing location at least seven (7) days prior thereto and shall be posted on the Corporation's internet website seventy-two (72) hours prior to the time of the meeting. In the event that a meeting must be scheduled less than a week prior thereto, public notice shall be given or electronically transmitted, to the extent practicable, to the news media and shall be conspicuously posted in a public facing location and shall be posted on the Corporation's internet website, at a reasonable time prior thereto. Such notice shall specify the place or places, day, and time of the meeting, and how the public can view and/or participate by videoconference (if such participation is permitted in such meeting), and where required documents and records will be posted or are available). All resolutions, rules, policies or amendments thereto that are relevant to a scheduled discussion by the Members during the Members' meeting shall be made available and shall be posted on the Corporation's internet website, to the extent practicable, at least twenty-four (24) hours prior to the scheduled meeting.

SECTION 7 – QUORUM OF MEMBERS

The presence of at least a majority of the Members shall constitute a quorum for the transaction of business at any membership meeting. A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of such adjourned meeting need not be given to absent Members if the time and place is announced at the meeting adjourned.

SECTION 8 – ACTION BY THE MEMBERS

Each Member shall be entitled to one vote on each matter properly submitted for action at any meeting of the Members. Unless otherwise required by law or these By-Laws, the vote of a majority of Members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall constitute an act of the Members.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1 – COMPOSITION

(a) Individuals serving on the Board of Directors of the Corporation (each, a “**Director**”) include the Members, *ex officio*, with the remaining to be elected by the Members. All Directors must be at least 18 years of age, and individuals subject to election shall each be nominated by a local board or municipality participating in the Corporation's activities, as set forth on Schedule “B” attached hereto and amended from time to time (the “**Participating Municipalities**”).

(b) The majority of the Directors shall be Independent Directors as defined in the Public Authorities Law (“**PBA**”), Section 2825. An “Independent Director” is a person who (i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity; (ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars

(\$15,000.00) from the Corporation; (iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and (iv) is not, and in the past two (2) 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 Corporation or another corporate body having the same ownership and control of the Corporation.

SECTION 2 – POWER OF BOARD OF DIRECTORS

The Corporation shall be managed by the Board of Directors, which shall establish all general policies governing its operations and in accordance with these By-Laws, except that the Board shall not contravene the powers reserved to the Members in Article II, Section 2 (Rights and Powers Reserved to the Members).

SECTION 3 – NUMBER, ELECTION AND TERM

(a) The number of Directors serving on the Board of Directors shall be at least three (3) and as elected by the Members. Any increase or decrease in the number of Directors shall occur by action of the Members. As used in these By-Laws, “the entire Board of Directors” shall consist of the number of Directors that were elected at the most recently held election of the Board, plus any Directors whose terms have not yet expired.

(b) The Directors shall exercise all rights given to them under the Not-for-Profit Corporation Law (“N-PCL”), these By-Laws, in the Certificate of Incorporation, or in any applicable resolution of the Members.

(c) Directors shall be elected by the Members at the annual meeting of the Members.

(d) Ex-Officio Directors. Without modifying any of the foregoing, the Members and the Board deem it in the Corporation’s best interest that certain offices participate in the proceedings of the Corporation as ex-officio directors (“**Ex-Officio Directors**”).

- (1) The Ex-Officio Directors shall have no authority to vote, shall not count towards quorum or the number of Directors constituting the “entire Board of Directors”. The Ex-Officio Directors shall be entitled to attend and participate in meetings of the Board.
- (2) The following representatives, or their designees, from each of the following departments, agencies or organizations will serve as Ex-Officio Directors:
 - a. Cayuga County Soil and Water Conservation District Executive Director;
 - b. Cayuga County Health Department Environmental Health Division Director;
 - c. Cayuga County Planning & Economic Development Department Director;
 - d. Cayuga County Water Quality Management Agency Chairperson;
 - e. Cayuga County Board of Health Chairperson;
 - f. City of Auburn Water Treatment Chief Operator;
 - g. Cornell Cooperative Extension of Cayuga County Agricultural Educator;

- h. Owasco Lake Watershed Association President; and
- i. Cayuga County Water and Sewer Authority Chairperson.

SECTION 4 – RESIGNATIONS AND REMOVAL OF DIRECTORS

(a) Any Director may resign at any time by giving written notice to the Board, Chairperson or Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation is not necessary to make it effective. The resignation of a Director shall effect a simultaneous resignation of any officer role held.

(b) Any Director may be removed with or without cause by act of the Members or for cause by act of the Directors.

SECTION 5 – NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of Directors shall be filled as described in the resolution approving such increase. Newly created directorships resulting from any vacancies occurring for any reason shall be filled by the Board, which may receive a nomination from the Participating Municipality which had originally nominated the vacating Director. In each case, such appointments shall be made as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director appointed to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is appointed and takes office.

SECTION 6 – BOARD OF DIRECTORS MEETINGS

(a) Monthly Meetings. Monthly meetings of the Board shall occur at a convenient time and location designated by the Board in advance.

(b) Special Meetings; Notice to Directors. Special meetings of the Board of Directors may be called at any time by a majority of Directors or by the Executive Director or any other officer of the Corporation. Written notice shall be given either personally, by electronic mail, or by physical mail to each Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

(c) Waiver. Notice need not be given to a Director if he or she waives notice. The attendance of a Director at a meeting without protesting the lack of notice prior to the conclusion of such meeting shall constitute a waiver of notice.

(c) Public Notice. At any time that the Corporation is subject to the Open Meetings Law, public notice of each Board meeting scheduled shall be given or electronically transmitted to the news media and shall be conspicuously posted in a public facing location at least seven (7) days prior thereto and shall be posted on the Corporation's internet website, seventy-two (72) hours prior to the time of the meeting. In the event that a meeting must be scheduled less than a week prior thereto, public notice shall be given or electronically transmitted, to the extent practicable, to the news media and shall be conspicuously posted in a public facing location and shall be posted

on the Corporation's internet website, at a reasonable time prior thereto. Such notice shall specify the place or places, day, and time of the meeting, and how the public can view and/or participate by videoconference (if such participation is permitted in such meeting), and where required documents and records will be posted or are available). All resolutions, rules, policies or amendments thereto, that are relevant to a scheduled discussion by the Board during the directors' meeting shall be made available and shall be posted on the Corporation's internet website, to the extent practicable, at least twenty-four (24) hours prior to the scheduled meeting.

(d) Executive Session. At any time that the Corporation is subject to the Open Meetings Law, every meeting of the Board of Directors shall be open to the general public, except for business transacted during an executive session called in accordance with Open Meetings Law, Section 105.

SECTION 7 – QUORUM AND ADJOURNED MEETINGS

(a) At least one-third (1/3) of the total number of Directors of the Board of Directors, inclusive of at least one Member present, shall constitute a quorum for the transaction of business at meetings of the Board. Once quorum is established to organize a meeting, it will not be broken by the subsequent withdrawal of any Director.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Public notice of the adjourned meeting shall be given in accordance with Article III, Section 6(c) (Public Notice).

SECTION 8 – PLACE OF MEETINGS

(a) The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the Directors may from time to time by resolution determine.

(b) The Corporation utilizes videoconferencing in its meetings of the directors pursuant to the Open Meetings Law and authorized by the Board in the manner required by the Public Officers Law.

SECTION 9 – ACTION BY THE BOARD OF DIRECTORS

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

SECTION 10 – ORGANIZATION

At each meeting of the Board of Directors, the Executive Director, Chairperson, or, in their absence, the Vice-Chairperson shall preside. The Secretary, or, in his or her absence, a person chosen by the Board, shall keep complete and accurate minutes of the meeting.

SECTION 11 – ATTENDANCE AT MEETINGS

Attendance at each meeting of the Board shall be recorded by the Secretary or the appointed individual in the minutes thereof.

SECTION 12 – COMPENSATION

The Directors shall serve without compensation, except that Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties, as approved by the Chairperson or Executive Director.

ARTICLE IV – OFFICERS

SECTION 1 – OFFICERS

(a) The Corporation may have a Chairperson, Vice-Chairperson, Treasurer, Secretary, Executive Director. The offices of Chairperson, Executive Director and Secretary shall not be held by the same person. The officers shall have such duties as are prescribed by these By-Laws or by act of the Board of Directors.

(b) Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Secretary, and any other position established by the Board of Directors from time to time.

SECTION 2 – APPOINTMENT; TERMS

(a) The officers shall be appointed by act of the Members.

(b) Unless a shorter term is provided in the resolution of the Members appointing such officer, each officer shall serve for a term of one year and until a successor is appointed and qualified.

(c) Officers shall be eligible to serve an unlimited number of consecutive terms.

SECTION 3 – REMOVAL OF OFFICERS

Any officer may be removed by act of the Members, with or without cause, at any time.

SECTION 4 – RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors, the Executive Director or the Secretary; provided, however, the Executive Director must provide written notice of its intent to resign to the Board of Directors and the Secretary must provide written notice of his or her intent to resign to the Chairperson or the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

SECTION 5 – VACANCIES

A vacancy in any office shall be filled by act of the Members.

SECTION 6 – CHAIRPERSON

The Chairperson shall preside at all meetings of the Board and appoint such committees as he or she or the Board shall consider expedient or necessary in accordance with these By-Laws. The Chairperson shall generally manage the affairs of the Board, subject to the approval of the Board and the Members and shall perform all other duties incidental to the office of Chairperson.

SECTION 7 – VICE-CHAIRPERSON

In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of Chairperson, and when so acting, shall have all the powers and be subject to all of the responsibilities of the office of Chairperson, and shall have such powers and perform such duties and functions as usually pertain to the office or as the Board may prescribe in the absence of both the Chairperson and the Vice-Chairperson, the Secretary shall preside and perform the duties of the Chairperson.

SECTION 8 – TREASURER

It shall be the duty of the Treasurer to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation pursuant to Article V (Audit Functions) and the filing of all required tax returns and other regulatory reports. The Treasurer shall perform such other duties as may be assigned to him or her by the Board of Directors, the Treasurer or the Executive Director.

SECTION 9 – SECRETARY

It shall be the duty of the Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, the verification of corporate resolutions, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the Executive Director. From time to time, the Board of Directors may employ or contract with an appointed Acting Secretary to whom the Board of Directors may designate certain duties of the Secretary and other such duties as may be assigned to him or her.

SECTION 10 – MUNICIPAL PERSONNEL

The Corporation may use the agents, employees and facilities of municipalities to perform any or all of its functions as described in the Certificate of Incorporation and these By-Laws. In such event, the Corporation will, by resolution, enter into a contract with any such municipality providing the terms upon which the municipality will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the municipality for the use by the Corporation of the municipality's agents, employees and facilities.

SECTION 11 – EXECUTIVE DIRECTOR

The Executive Director, as defined herein, appointed by the Members by resolution, may serve the Board of Directors of the Corporation; provided, however, in such event, the Executive

Director shall not participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of Executive Director. The Executive Director shall generally supervise all affairs of the Corporation. The Executive Director shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

ARTICLE V – AUDIT FUNCTIONS

(a) The Corporation shall in each year: (a) oversee the accounting and financial reporting process of the Corporation; (b) oversee the financial audit of the Corporation, if any; (c) annually retain or renewing the retain a certified independent public accounting firm; (d) review and approve the results of the audit; and (e) in the event the Corporation reach certain revenue thresholds, perform other acts as prescribed by the N-PCL or other applicable law, specifically, to: (i) review with the certified independent public accounting firm the scope and planning of the audit prior to the audit's commencement; (ii) upon completion of the audit, review and discuss with the certified independent public accounting firm: (A) any material risks and weaknesses in internal controls identified by the certified independent public accounting firm, (B) any restrictions on the scope of the certified independent public accounting firm's activities or access to requested information, (C) any significant disagreements between the certified independent public accounting firm and management, and (D) the adequacy of the Corporation's accounting and financial reporting processes; (iii) annually consider the performance and independence of the certified independent public accounting firm; and (iv) report on the committee's activities to the Board. Only Independent Directors, as defined in Article III, Section 3(d), are permitted to perform the above-described duties.

(b) In addition to the foregoing, and in satisfaction of those obligations imposed by PBL §§ 2800 et. seq., the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit and Finance Committee the following:

- (1) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;
- (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (3) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;
- (4) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and
- (5) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancing, calls, refunding, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.
- (6) all critical accounting policies and practices to be used;
- (7) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and

treatments, and the treatment preferred by the certified independent public accounting firm;

(8) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

ARTICLE VI – COMMITTEES

SECTION 1 – COMMITTEES OF THE BOARD

(a) The Chairperson may, subject to approval of the Board, appoint Committees of the Board. Committees of the Board must have at least three (3) members of the Board of Directors, shall have no other members, and may have the authority to bind the Board of Directors if authorized by the Board. At all times the Corporation is subject to the Open Meetings Law, all Committees of the Board and the Governance Committee shall comply with the Open Meetings Law in its conduct.

(b) No committee shall have authority as to the following matters:

- (1) The filling of vacancies on the Board or in any committee.
- (2) The amendment or repeal of the By-laws, or the adoption of new by-laws.
- (3) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (4) The election or removal of officers and Directors.
- (5) Any other matter prohibited by Section 712 of the Not-for-Profit Corporation Law of the State of New York.

SECTION 2 – COMMITTEES OF THE CORPORATION

Additional committees may be created and appointed by the Chairperson with the consent of the Board of Directors as needed for special purposes. These committees must include at least one member of the Board but may include more members of the Board and may include other members of the community that have related expertise. Committees of the Corporation may have no authority to bind the Board.

SECTION 3 – STANDING COMMITTEES

(a) Except as otherwise provided by these By-Laws, each standing committee shall consist of at least three (3) Directors.

(b) Audit and Finance Committee.

- (1) The Corporation has formed an Audit and Finance Committee as required by PBA § 2824, which Audit and Finance Committee must perform the Audit Functions described in Article V (Audit Functions).

- (2) The Audit and Finance Committee is a Committee of the Board and must include at least three members, each of whom shall be Independent Directors, as defined in Article III, Section 3(d), who shall be appointed by the Board at its annual meeting and shall serve until the next annual meeting.
- (3) To the extent practicable, members of the Audit and Finance Committee should be familiar with corporate financial and accounting practices. The Audit and Finance Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit and Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and its subsidiaries, if any, and make recommendations.
- (4) Annual Report. The Audit and Finance Committee shall present to the Board upon its completion the annual independent audit report performed in accordance with the requirements of the PBL and generally accepted government auditing standards certified by a firm of independent public accountants.

(c) Governance Committee. There shall be a Governance Committee consisting entirely of Independent Directors, who shall be elected by the Board at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board and Members informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members and Board on the skills and experience required of potential directors.

(d) Watershed Inspection Committee. The Watershed Inspection Committee is a Committee of the Board and shall be comprised solely of the individuals who serve as both Members and Directors of the Corporation. The Watershed Inspection Committee holds the exclusive power to negotiate, review and approve contracts and instruments relating to the Owasco Lake Watershed Inspection and Protection Division, with all such contracts and agreements to be reviewed and presented by the Watershed Inspection Committee for the Members' consideration. Once reviewed and approved by the Members of the Corporation, contracts and instruments relating to the Owasco Lake Watershed Inspection and Protection Division shall be enforceable pursuant to their terms once executed by an authorized representative of the Corporation designated by the Members.

SECTION 4 – SPECIAL COMMITTEES

The Board of Directors may create special committees from time to time, which shall have only the powers specifically delegated to them. The members of special committees shall be appointed by the Board.

SECTION 5 – MEETINGS; NOTICE OF COMMITTEE MEETINGS

(a) Time; Notice to Committee Members. Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority

of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting.

(b) Public Notice. Whenever a committee of the Corporation convenes to perform a necessary function in the Corporation's decision-making process and such committee includes two or more Directors or Members, public notice of such committee meeting shall be made in accordance with Article III, Section 6(d) (Public Notice). For purposes of clarity, the Audit and Finance Committee, the Governance Committee, and the Watershed Inspection Committee are committees that convene to perform a necessary function in the Corporation's decision-making process and therefore requires public notice pursuant to this section.

(c) Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The Executive Director and Chairperson of the Board of Directors of the Corporation, or their respective designees, may attend all committee meetings, but will not possess any voting rights unless otherwise granted by said committees.

SECTION 6 – QUORUM

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

SECTION 7 –MANNER OF ACTING

Any corporate action to be taken by a committee shall mean such action to be taken by vote of the committee members at a meeting at which quorum is met.

ARTICLE VII – APPLICABLE LAWS

SECTION 1 – NOT-FOR-PROFIT CORPORATION LAW

The Corporation is a not-for-profit corporation formed under Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) as a local development corporation. The Corporation will comply with provisions of the N-PCL applicable to it as a charitable corporation formed under Section 1411.

SECTION 2 – OPEN MEETINGS LAW

The Corporation may utilize videoconferencing in its meetings of the Directors or Members pursuant to the Open Meetings Law if authorized by the Board in the manner required by the Open Meetings Law.

SECTION 3 – FREEDOM OF INFORMATION LAW

The Corporation is subject to the Freedom of Information Law (“FOIL”), as set forth in Public Officers Law, Article 6 and will comply with its applicable provisions. In addition to any other obligations imposed by FOIL, at any time the Corporation receives a request for reasonably described records, the Corporation will respond to the request within five (5) business days of receipt by either: (i) making the records available for inspection; making copies available on payment; denying the request in writing; or acknowledging receipt of the request in writing and

stating when, within a reasonable time, the request can be granted or denied.

SECTION 4 – PUBLIC AUTHORITIES LAW; PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to certain provisions of the Public Authorities Law (“PBL”). Certain of the Corporation’s responsibilities imposed therein are addressed in Article V(b) (Audit Functions), outlining the Corporation’s responsibilities with respect to audit and financial controls.

SECTION 5 – STATE ENVIRONMENTAL QUALITY REVIEW ACT

Upon the determination of the Board of Directors to do business within the State of New York, the Corporation shall comply with the State Environmental Quality Review Act, as set forth within Environmental Conservation Law Article 8.

ARTICLE VIII – CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

SECTION 1 – EXECUTION OF CONTRACTS

The Board of Directors may on its own, except as these By-Laws otherwise provide, authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

SECTION 2 – LOANS

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Members.

SECTION 3 – CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by two of following persons: the Executive Director, the Treasurer or the Chairperson of the Board.

SECTION 4 – DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

SECTION 5 – INVESTMENTS

In the event that the Corporation holds moneys and other financial resources for investment purposes, the Corporation will by resolution adopt comprehensive investment guidelines pursuant to PAAA §2925, which will be annually reviewed and approved. The Board of Directors may

authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

ARTICLE IX – GENERAL

SECTION 1 – BOOKS AND RECORDS

There shall be kept by the Corporation (1) correct and complete books and records of account; (2) minutes and statements of written action by the Members; (3) minutes of the proceedings of the Board of Directors and its committees; (4) a current list of the Members, Directors and Officers and their residence addresses; (5) a copy of the Certificate of Incorporation; (6) a copy of these By-Laws; and (7) to the extent available, a copy of the Corporation's Form 1023 Application for Tax Exempt Status and its IRS Determination Letter, which Form 1023 and IRS Determination Letter shall also be made available to the public upon request. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

SECTION 2 – INDEMNIFICATION

The Corporation shall indemnify each Member, Director, and officer, and, to the extent authorized by the Board of Directors, each such other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the N-PCL.

SECTION 3 – INTERESTED DIRECTORS AND OFFICERS

The Board of Directors has adopted a policy regarding conflicts of interest, which applies to all Directors, officers and key persons of the Corporation.

SECTION 4 – LOANS TO MEMBERS AND OFFICERS

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or renewing any extension of credit, in the form of a personal loan to or for any Member, Director, or officer, or to any other company, corporation, firm, association or other entity in which one or more of the Members, Directors or officers of the Corporation are members, director or officers or hold a substantial financial interest.

SECTION 5 – PROPERTY RIGHTS

No Member or Director shall have any rights or interests in or to the property or assets of the Corporation.

ARTICLE X – FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

ARTICLE X – RULES OF ORDER AND BYLAW CHANGES

SECTION 1 – RULES OF ORDER

Meetings of the Members and the Board of Directors and the committees thereof shall be governed by Robert's Rules of Order (11th Edition), except in cases otherwise provided for by these By-Laws.

SECTION 2 – BYLAW CHANGES

These By-Laws may be amended, repealed or adopted by action of the Members. An act of the Members shall be required to temporarily suspend these listed rules of order upon good cause shown and demonstrated. No vote of suspension shall extend beyond the subject matter then under consideration unless the By-Laws are duly amended to permit the same.

ARTICLE X – DISSOLUTION OF CORPORATION

SECTION 1 – DISSOLUTION OF CORPORATION

In the event that it should become necessary or advisable for the Corporation to be dissolved, the dissolution will be effected in accordance with the provisions of the Certificate of Incorporation.

SCHEDULE "A"
List of Primary Municipalities

Cayuga County Legislature
Town of Owasco
City of Auburn

SCHEDULE "B"
List of Participating Municipalities

Town of Fleming, N.Y.
Town of Scipio, N.Y.
Town of Niles, N.Y.
Town of Locke, N.Y.
Town of Moravia, N.Y.
Village of Moravia, N.Y.
Village of Groton, N.Y.
Town of Summerhill, N.Y.
Town of Sennett, N.Y.
Town of Dryden, N.Y.
Town of Lansing, N.Y.

