

ULSTER COUNTY RESOURCE RECOVERY AGENCY

RESOLUTION NO. 2619

Re: Amending By-Laws

WHEREAS, the Ulster County Resource Recovery Agency (the "Agency") has adopted By-Laws regarding the seal and office of the Agency, its Officers, and the conduct of its meetings, and

WHEREAS, the Agency desires to amend the By-Laws to provide for updates related to best governance principles and to align Board priorities with operational practices, and

WHEREAS, a true copy of the proposed amended By-Laws, annexed hereto and made a part of this resolution, has been provided to the Members of the Agency Board, and

NOW, THEREFORE, BE IT

RESOLVED, that the Ulster County Resource Recovery Agency does hereby approve the amended By-Laws of the Agency in the same form and substance as annexed hereto and made a part of this resolution, and be it

FURTHER RESOLVED, that this resolution shall take effect immediately.

Moved by: \_\_\_\_\_ Seconded by: \_\_\_\_\_

Vote:      Ayes: \_\_\_\_\_      Nays: \_\_\_\_\_      Absent: \_\_\_\_\_

Date: May 23, 2024

Financial Impact: N/A

**BY-LAWS OF  
THE ULSTER COUNTY RESOURCE RECOVERY AGENCY**

**ARTICLE I – THE AGENCY**

**Section 1. Name and Purpose**

The name of the Agency is the “Ulster County Resource Recovery Agency”. The Agency, created in 1986 by the Ulster County Legislature pursuant to Chapter 936 of the New York Public Authorities Law, is a public benefit corporation formed for the purpose of developing, financing, and implementing a comprehensive countywide solid waste management program / countywide materials management program.

**Section 2. Seal of Agency**

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

**Section 3. Office of Agency**

The office of the Agency shall be at 999 Flatbush Road, Town of Ulster, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

**ARTICLE II – BOARD OF DIRECTORS**

**Section 1. Governing Body**

The governing body of the Agency shall be the Board of Directors. All members of the Board of Directors will discharge duties as a governance board, as contrasted with a management board that performs hands-on functional duties of an agency. As such, the UCRRA Board of Directors governs with policy direction and the Agency's Executive Director executes, reports, and is held responsible for Agency progress with those directions. Board member interests in employee performance are to be channeled through the Executive Director.

**Section 2. Membership**

The membership of the Board shall be five. The Agency's Board of Directors are appointed by the Chairperson of the County Legislature and confirmed by the Legislature as a whole, for terms of three years.

### **Section 3. Compensation**

Each Board member shall serve without compensation, but each shall be entitled to reimbursement of actual and necessary expenses incurred in connection with carrying out the purposes of the Agency.

### **Section 4. Additional Duties of Members of the Board of Directors**

The Chair will ensure that members of the Board of Directors will receive a board packet electronically seven (7) days before the meeting.

All members of the Board of Directors, who are Agency committee chairs or who the Chair appoints to committees, workgroups or meetings external to the Agency where UCRRA business is discussed, must report to the full board before or at regularly scheduled board meetings, it is strongly encouraged that the report from a standing or special committee chair should be submitted in writing prior to the Board meeting.

All members of the Board of Directors shall ensure they are fully prepared for board meetings, honor confidential information, and support the Executive Director and Board Chairperson or designees as the official spokespersons of the agency.

## **ARTICLE III – OFFICERS**

### **Section 1. Officers**

The officers of the Agency shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. Any two or more offices, except the offices of Chairperson, Vice Chairperson and Secretary may be held by the same person.

### **Section 2. Chairperson (Chair)**

The Chair shall preside at all meetings of the Board of Directors of the Agency. Except as otherwise authorized by resolution of the Agency, the Chair or Executive Director, if designated by the Chair shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chair shall submit an agenda and conduct meetings according to the most recent edition of Robert's Rules of Order. The Chair shall advance such recommendations and information as the Chair may consider proper concerning the business, affairs and policies of the Agency. The Chair shall appoint committee chairs and members and ensure that the work of the committees is completed according to standing committee charters and ad hoc committee purposes stipulated by the Chair. The Chair shall evaluate the performance of the Executive Director and the Agency's counsel who are appointed by the members of the Board of Directors. These performance reviews are due in

January of each year, and these reviews are to be reported to the Agency's Board of Directors at a duly convened executive session. The Chair shall also ensure that that a Board self-evaluation is conducted according to guidance by the New York State Authorities Board Office. The Chair shall serve as an ex officio member of any standing or special committee.

### **Section 3. Vice Chairperson (Vice Chair)**

The Vice Chair shall, in the absence or disability of the Chair, perform all the duties and responsibilities of the Chair.

### **Section 4. Secretary**

The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose and shall perform all duties incident to this office. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

### **Section 5. Treasurer**

The Treasurer shall maintain governance oversight of the care and custody of all funds of the Agency, including but not limited to regular budget reports of tonnages, revenues, expenditures, surpluses and deficits, investments, bonds and other obligations, MRF cost center analysis, and recycling market trends. As authorized by resolution of the Agency, instruments of indebtedness, orders and checks shall be countersigned by the Treasurer.

### **Section 6. Additional Duties**

The officers of the Agency shall perform such other duties and functions as may be authorized by resolution of the Agency or be required by the Agency, by the By-Laws of the Agency, by the rules and regulations of the Agency or by the rules and guidance of the New York State Authorities Budget Office.

### **Section 7. Election of Officers**

The first officers of the Agency shall be elected at the Agency's first meeting. Thereafter, all officers of the Agency shall be elected at the annual meeting of the Agency from among the members of the Agency and shall hold office for one year or until the successors are elected and qualified. Nothing herein shall prevent an individual from holding successive terms in office. Notwithstanding anything herein to the contrary, the Secretary need not be a member of the Agency's Board of Directors.

## **Section 8. Vacancies**

Should any office become vacant, the Agency shall elect a successor from among its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

## **Section 9. Executive Director**

An Executive Director, appointed by the Agency's Board of Directors, shall have general supervision over the administration of the business and affairs of the Agency, subject to the policy direction of the Agency's Board of Directors. The Executive Director shall be charged with the management of all projects of the Agency. The Executive Director reports to the Agency's Board of Directors.

# **ARTICLE IV – MEETINGS**

## **Section 1. Annual Meeting**

The annual meeting of the Agency shall be held immediately before the first regular meeting of each calendar year at the regular meeting place of the Agency, or on such other day and at such other time as the Agency may determine by vote taken at least thirty days prior to such date. In the event such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day that is not a legal holiday.

## **Section 2. Regular Meetings**

Regular meetings of the Agency may be held at such times and places as from time to time may be determined by resolution of the Agency.

## **Section 3. Special Meetings**

The Chair of the Agency's Board of Directors may, when deemed desirable, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting shall be informed telephonically to each Board member of the Agency, emailed to each Board member at their Agency email address, and mailed to the business or home address of each Board member of the Agency at least three days prior to the date of such special meeting. A waiver of notice will be determined by referring to the New York State Authorities Board Office written guidance on such a waiver. At such special meeting no business shall be considered other than as designated in the call.

#### **Section 4. Order of Business**

At the regular meetings of the Agency, the following shall be the order of business, unless otherwise determined by the Agency:

1. Roll call
2. Pledge of Allegiance
3. Public Comment
4. Approval of Agenda
5. Approval of minutes
6. Communications and Announcements
7. General Reports
8. Resolutions and Board Notifications
9. Old (Unfinished) Business
10. New Business
11. Executive Session (as needed)
12. Adjournment

All resolutions shall be in writing and shall be copied in or attached to a journal of the proceedings of the Agency.

#### **Section 5. Voting**

The voting on all questions coming before the Agency shall be by voice vote, however a Board member may request a roll call vote at any time, and the yeas and nays shall be entered on the minutes of such meeting. Given a five-member composition of the Board of Directors, three affirmative votes shall be necessary to pass a resolution, even in the event of vacancies.

### **ARTICLE V – GENERAL**

#### **Section 1. Resolutions**

The Agency shall act by Resolution of the Board of Directors. The Agency may consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. All resolutions shall be in writing, distributed or read to the members of the Board present at the meeting where such resolution is considered. All passed resolutions shall be copied in, or attached to, the minutes of the proceedings of the Agency.

#### **Section 2. Fiscal Year**

The Agency fiscal year coincides with the calendar year.

#### **Section 3. Committees**

The Agency may form such standing or special committees from its membership as it deems desirable to advise the Board on any matter pertaining to the function of the Agency. The Agency has formed the following Standing Committees with general responsibilities as set forth below:

Audit Committee – is responsible for retaining a CPA firm to act as the Agency’s independent auditor, establishing the independent auditor’s compensation, providing direct oversight of the Agency’s independent audit, responding to management letters and other recommendations from the independent auditor, auditing compliance with the Agency’s Code of Ethics, Agency policies and governmental laws and regulation, Whistleblower complaints, oversight of Agency’s internal auditors, when applicable and reviews of audited financial statements.

Governance Committee – is responsible for reviewing corporate governance trends, keeping the Board informed of best practices, updating the Agency’s corporate governance principles, recommending policies and actions to the full Board.

Finance Committee – is responsible for reviewing proposals for the issuance of debt by our Agency and making recommendations relative thereto. The Finance Committee shall also review and comment on all proposed future capital expenditures to be funded from Agency reserves.

The Agency may amend its list of Standing Committees, revise their responsibilities or form such other Standing Committees from its membership as it deems desirable. The Standing Committees advise the Board on any matter pertaining to the function of the Agency, prepare applicable topics and develop proposed resolutions within their general responsibilities for Board consideration. The Board may also form Special (Ad Hoc) Committees, as the need arises, to carry out a specified task, at the completion of which, such Special Committee shall issue a final report and cease to exist. Non-members may be appointed to such Special Committees but only by Board resolution. The Chair of such Special Committee shall be a Board member, but the Special Committee may include nonmembers. The Board Chair shall appoint all Committee chairs and designate Committee membership and advise the Board of such appointments accordingly.

#### **Section 4. Powers**

The Agency shall do all things necessary or convenient to carry out its purpose and shall exercise the powers expressly given the Agency as set forth in Article 8, Title 13-G of the Public Authorities Law of the State of New York, being sections 2050-a through 2050-z of said law.

**Section 5. Open Meetings Law**

Meetings of the Agency are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith, as well as abiding by NYS ABO guidance on this topic.

**Section 6. Authority To Institute Collection Actions**

The Board of Directors of the Ulster County Resource Recovery Agency has delegated to its Executive Director, acting in consultation with its Agency Counsel, authority to institute any legal actions and/or other proceedings necessary to collect unpaid monies due and owing to the Agency for services provided by the Agency.

**Section 7. Additional Personnel**

The Agency may from time to time employ such personnel or enter into contracts for consultant services as it deems necessary to exercise its powers, duties and functions as prescribed by the Public Authorities Law of the State of New York, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel and consultants shall be determined by the Agency subject to the laws of the State of New York. All additional personnel and consultants report to the Executive Director or their designee.

**ARTICLE VI – AMENDMENTS**

**Section 1. Amendments to By-Laws**

The By-Laws of the Agency shall be amended only with the approval of at least a majority of all the members of the Board of Directors of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least five days written notice thereof has been previously given to all members of the Agency, or, alternatively, all members have waived such notice in writing.

**As Amended on (DATE)**



**WAIVER OF NOTICE**

I, \_\_\_\_\_, a member of the Ulster County Resource Recovery Agency, hereby waive notice of amendments to the By-Laws of the Agency as required by Article IV, Section 1 of the By-Laws.

Signed,

\_\_\_\_\_

Dated: Month\_\_\_\_, Day, Year\_\_\_\_\_