

## **Bylaws of the Albany Water Board**

### **ARTICLE I** **THE BOARD**

Section 1. Name. The name of the board shall be the “Albany Water Board” (the “Board”).

Section 2. Description. The Board is a body corporate and politic constituting a public benefit corporation created by and having the powers and functions set forth in the Act.

Section 3. Membership. The membership of the Board shall consist of five (5) members appointed by the Mayor. Each Board member shall serve for a term of three (3) years.

Section 4. Seal. The official seal of the Board shall be in the form of a circle and shall bear the name of the board and the year 1986.

Section 5. Office. The principal office of the Board shall be located at 10 Enterprise Drive, Albany, New York, 12204.

### **ARTICLE II** **OFFICERS, PERSONNEL, AND COUNSEL**

Section 1. Officers. The officers of the Board shall be a Chairperson, Vice Chairperson, Treasurer, Secretary, Assistant Secretary, and such other officers as the Board may determine. The initial officers of the Board shall be elected at a meeting of the Board in January and shall serve until the next annual meeting of the Board. Thereafter, the officers shall be recommended by the Governance Committee and appointed by the Board at the annual meeting of the Board in each fiscal year as set forth in the Act.

Section 2. Personnel. The Board may from time to time employ such personnel, including private consultants, for professional and technical assistance and advice, as it may deem necessary to exercise its powers, duties and functions as prescribed by law. The selection and compensation of such personnel shall be determined by the Board, subject to applicable law.

Section 3. Counsel. The Board may retain general counsel to provide such legal assistance and advice to the Board as may be necessary. The Corporation Counsel to the City of Albany may also act as general counsel to the Board.

### **ARTICLE III** **TENURE OF OFFICE**

Section 1. Term. Each officer of the Board shall hold office for one (1) year and each officer shall continue to hold office until such officer's successor is appointed. If the term of a Board member should be terminated, such member's term of office as an officer shall also terminate, and at the regular meeting next succeeding such termination, the members of the Board shall elect from among their numbers, a successor who shall serve until the next annual meeting of the Board.

Section 2. Officers Holding Two or More Offices. Any two (2) or more offices may be held by the same person, except as otherwise provided by law. No officer shall execute or verify any instrument in more than one (1) capacity if such instrument be required by law or otherwise to be executed or verified by any two (2) or more officers.

### **ARTICLE IV** **DUTIES OF OFFICERS**

Section 1. Chairperson. The Chairperson shall be a member of the Board and shall preside at all meetings of the Board. The Chairperson shall execute all agreements, contracts, and any other instruments of the Board on behalf of the Board when so authorized by the Board, and shall perform such other duties as may be prescribed for the Chairperson by law or by the Board. The Chairperson shall submit to the Board such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Board.

Section 2. Vice Chairperson. The Vice Chairperson shall be a member of the Board and shall assume the powers and duties of the Chairperson in case of the absence or disability of the

Chairperson. In the event of the resignation or death of the Chairperson, the Vice Chairperson shall become Acting Chairperson and perform the duties of the Chairperson until such time as the Board shall appoint the new Chairperson.

Section 3.     Secretary. The Secretary shall record and certify all votes and copies of the minutes of the Board and have the power to affix the corporate seal to all papers or other documents as may be required and to attest to such seal, attend to such correspondence as may be assigned, and perform such other duties as may be prescribed for the Secretary by law or by the Board. The Secretary shall also be responsible for custodial oversight of Board records.

Section 4.     Assistant Secretary. The Assistant Secretary shall assume the powers and duties of the Secretary in case of the absence or disability of the Secretary. In the event of the resignation or death of the Secretary, the Assistant Secretary shall become Acting Secretary and perform the duties of the Secretary until such time as the Board shall appoint a new Secretary.

Section 5.     Treasurer. The Treasurer shall be a member of the Board and lead the Board with oversight on all financial matters and the financial health of the Board. The Treasurer shall be responsible for custodial oversight of Board financial records. The Treasurer shall have such other powers and duties as are conferred upon the Treasurer by law or by the Board. The Treasurer shall execute a bond, conditioned upon the faithful performance of the duties of his or her office, the amount and sufficiency of which shall be approved, and the premium therefor shall be paid, by the Board.

Section 6.     Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, by the bylaws of the Board, or by the rules and regulations of the Board.

Section 7.     Removal, Resignation, Salary, etc. Any officer appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation, or removal of an officer, the Board, in its discretion, may elect a successor to fill the unexpired term of such officer at the next regular meeting of the Board. The officers of the Board may receive such compensation as the Authority shall determine.

## **ARTICLE V** **GENERAL PROVISIONS**

Section 1.     Fiscal Year. The fiscal year of the Board shall begin on the first day of January of each year.

Section 2.     Annual Meeting. The annual meeting of the Board shall be held in January at its regularly scheduled meeting at the Albany Water Department at 10 Enterprise Drive, Albany, New York.

Section 3.     Meetings. Regular meetings of the Board shall take place on the fourth Friday of each month or at such time(s) and place(s) as may be determined by the Board. The Chairperson may, when the Chairperson deems it desirable, and shall, upon the written request of two (2) members of the Board, call a special meeting of the Board for the purpose of conducting any business designated in the call. Pursuant to Article 7 of the Public Officers Law, public notice of the time and place of a meeting scheduled at least one (1) week in advance shall be given or electronically transmitted to the news media, posted on the Albany Water Department's webpage, and posted on a prominent bulletin board in City Hall at the same time and at least seventy-two (72) hours prior to said meeting. Public notice of the time and place of a meeting scheduled less than one (1) week in advance shall be given or electronically transmitted, to the extent practicable, to the news media, posted on the Albany Water Department's webpage, and shall be posted on a prominent bulletin board in City Hall at the same time at a reasonable time prior thereto. All

meetings shall be held on reasonable notice to all board members. Any regular or special meeting can be adjourned to any other time at the will of a majority of the members of the Board present and voting at such meeting.

Section 4. Wavier of Notice. Failure to give notice of any meeting of the Board to any member of the Board may be waived in writing by such member. Notice of an adjourned meeting need not be given to any member present at the time of the adjournment.

Section 5. Quorum. No action shall be taken by the Board except pursuant to the favorable vote of at least three (3) members of the Board. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time or place.

Section 6. Order of Business. The order of business at regular meetings shall be:

- (a) Roll call and determination of quorum;
- (b) Reading and approval of minutes of the previous meeting;
- (c) Public comment period;
- (d) Committee and other reports;
- (e) Commissioner and Deputy Commissioner reports;
- (f) Old business;
- (g) New business;
- (h) Votes on resolutions;
- (i) Executive session (if needed);
- (j) Announcement of next meeting; and
- (k) Adjournment.

Section 7. Committees. The Board shall have a Governance Committee, Finance Committee, and an Audit Committee. The Committee Chairperson and members of all committees shall be

recommended by the Governance Committee and appointed by the Board at the annual meeting. The Chairperson of the Board shall be an ex-officio member of each committee. A quorum of any committee shall consist of a majority of the members of that committee. The committees shall be as follows:

(a) Governance Committee

(i) Purpose.

- (1) To assure that the Board fulfills its responsibilities for the promotion of competent, honest, and ethical conduct by the Board in all its operations and enhance public confidence in the Board.

(ii) Composition.

- (1) The Governance Committee will consist of at least three (3) members, one (1) of whom will be the Committee Chairperson.
- (2) In addition to the three (3) members, the Chairperson of the Board shall be a non-voting member of the Governance Committee.
- (3) Governance Committee members shall serve annual terms and can be re-appointed or replaced at the end of their term or in other instances as needed.

(iii) Meetings.

- (1) The Governance Committee will meet at least twice a year. All Governance Committee members are expected to attend each meeting.
- (2) A minimum of three (3) Governance Committee members, of which two (2) much be voting members, must attend in order to constitute a quorum and to hold a valid meeting.

(iv) Authority

- (1) The Governance Committee has the authority to seek any information it requires from staff (or from individuals/entities outside of the Board), all of whom are directed by the Board to cooperate with the Governance Committee's requests.
  - (2) The Governance Committee has the authority to meet with the Board's staff as necessary.
  - (3) The Board shall ensure that the Governance Committee has sufficient resources to carry out its duties.
- (v) Responsibilities.
- (1) The Governance Committee shall be primarily responsible for:
    - a) Recommending Board officers to the Board for appointment at the annual meeting;
    - b) Recommending Committee Chairpersons and all committee members to the Board for appointment at the annual meeting;
    - c) Establishing policies to promote honest and ethical conduct by the Board's directors, officers, and employees;
    - d) Keeping the Board informed of "Best Governance Practices," reviewing corporate governance trends, updating corporate governance principals, and advising appointing authorities of the skills and experience required of potential Board members;
    - e) Reviewing and updating the Board's Code of Ethical Conduct/written policies regarding conflicts of interest;
    - f) Reviewing and updating the Board's whistleblower policy;

- g) Reviewing and updating the Board's written policies regarding procurement of goods and services and the acquisition of real property or interests therein;
- h) Reviewing and updating the Board's written policies regarding the disposition of real and personal property;
- i) Reviewing and recommending bylaws which include rules and procedures for conduct of board business;
- j) Performing Board self-evaluations;
- k) Reporting on its proceedings at the next full meeting of the Board; and
- l) Performing other activities as requested by the Board.

(b) Finance Committee

(i) Purpose.

- (1) a) to ensure the financial health of the Board, b) to ensure that the Board assets are protected and resources are used appropriately, and c) to assist the Board in understanding the Board's financial condition.

(ii) Composition.

- (1) The Finance Committee will consist of at least three (3) members, one of whom will be the Committee Chairperson.
- (2) In the event that a board has less than three (3) independent members, the Board may appoint non-independent members to the Finance Committee,



provided that the independent members must constitute a majority of the members of the Finance Committee.

(3) In addition to the three members, the Chairperson of the Board shall be a non-voting member of the Finance Committee.

(4) Finance Committee members shall serve annual terms and can be reappointed or replaced at the end of their term or in other instances, as needed.

(iii) Meetings.

(1) The Finance Committee will meet at least four (4) times a year. All Finance Committee members are expected to attend each meeting.

(2) A minimum of three (3) Finance Committee members, of which two (2) must be voting members of the Finance Committee, must attend in order to constitute a quorum and to hold a valid meeting.

(iv) Authority.

(1) The Finance Committee has the authority to seek any information it requires from Board staff, outside auditors, or any other individual/entity required, all of whom are directed by the Board to cooperate with the Finance Committee's requests.

(2) The Finance Committee has the authority to meet with the Board's staff, independent auditors or outside counsel, as necessary.

(3) The Board shall ensure that the Finance Committee has sufficient resources to carry out its duties.

(v) Responsibilities.

(1) The Finance Committee shall be primarily responsible for:

- a) In conjunction with the Audit Committee, review and recommend new or revised financial policies to the Board for approval;
- b) Ensuring that timely and accurate financial data is presented to the Board;
- c) Reviewing and recommending an annual operating budget for Board approval;
- d) Reviewing the financial performance of Board against budget projections for the period to-date;
- e) Reviewing proposals for the issuance of debt by the Board and make recommendations to the Board;
- f) Making recommendations to the Board concerning the level of debt and nature of debt issued by the Board;
- g) Developing the investment policy for the Board and review this policy annually;
- h) As necessary, recommending investment policy changes to the Board for approval;
- i) Making recommendations concerning the appointment of bond counsel, investment managers and underwriting firms used by the Board and to oversee such individual's/entity's work;
- j) Providing the Board with recommendations concerning the hiring/retention of the investment manager; and
- k) Performing other activities as requested by the Board.

(c) An Audit Committee

(i) Purpose

- (1) The purpose of the Audit Committee is to assure that the Board fulfills its responsibilities for the Board's internal and external audit process, the financial reporting process and reporting, and the system of internal controls over financial reporting.

(ii) Composition

- (1) The Audit Committee will consist of at least three (3) independent members, one (1) of whom will be the Committee Chairperson.
- (2) In the event that the Audit Committee has less than three (3) independent members, the Board may appoint non-independent members to the Audit Committee, provided that the independent members must constitute a majority of the members of the Audit Committee.
- (3) Members of the Audit Committee will be familiar with corporate financial and accounting practices.
- (4) In addition to the three (3) members, the Chairperson of the Board shall be a non-voting member of the Audit Committee.
- (5) Audit Committee members shall serve annual terms and can be re-appointed and replaced at the end of their term or in other instances as needed.

(iii) Meetings

- (1) The Audit Committee will meet at least one time a year. All Audit Committee members are expected to attend each meeting.

(2) The Audit Committee will meet at least annually, or more frequently if required, in a separate meeting with the Board's independent auditor.

(3) A minimum of three (3) Audit Committee members, of which two (2) must be voting members of the Audit Committee, must attend in order to constitute a quorum and to hold a valid meeting.

(iv) Authority

(1) The Audit Committee has the authority to seek any information it requires from the Board staff, outside auditors, or any other individual/entity required, all of whom are directed by the Board to cooperate with the Audit Committee's requests.

(2) The Audit Committee has the authority to meet with the Board's staff, independent auditors or outside counsel, as necessary.

(3) The Board shall ensure that the Audit Committee has sufficient resources to carry out its duties.

(v) Responsibilities

(1) The Audit Committee shall be primarily responsible for:

- a) Reviewing and approving the Board's financial statements;
- b) Recommending appointment, dismissal and compensation of any independent auditor employed by the Board;
- c) Confirming and assuring the independence of the Board's independent auditor;
- d) Ensuring that non-audit services are not provided by the Board's independent auditor;

- e) Overseeing the work of such independent auditor, including the resolution of disagreements with respect to and overseeing compliance with, accounting policies and principles;
- f) Reviewing and overseeing the Board's internal audit function;
- g) Overseeing the Board's systems over internal controls and risk assessment, including information technology security and control;
- h) Establishing procedures for the receipt, retention, and treatment of complaints received by the Board regarding accounting, internal controls or auditing matters, including confidential, anonymous submission by employees of the Board of concerns regarding questionable accounting or auditing matters, and act as the point of contact for investigations and/or matters involving the Inspector General;
- i) Reporting on its proceedings at the next full meeting of the Board;
- j) Providing an open avenue of communication between internal audit, the independent auditors, the Board and staff; and
- k) Performing other activities related to this charter as requested by the Board.

Section 8. Execution of Documents. All Board instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or official or other person or persons as provided in these bylaws or as the Board may from time to time designate.

## **ARTICLE VI AMENDMENTS**

Section 1.     Amendments to the Bylaws. The bylaws of the Board may be amended only with the approval of at least a majority of all of the members of the Board at a regular or a special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Board. When amended, a copy of the amended bylaws shall be filed in the Office of the City Clerk of the City of Albany.

## **ARTICLE VII INDEMNIFICATION**

Section 1.     Indemnification Policy. Indemnification by the Board shall be governed by the Albany Water Board Indemnification Policy, as amended and updated.

Section 2.     Presumption. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or plea nolo contendere, or its equivalent, shall not in itself create a presumption that any such member, officer or employee did not act in good faith for a purpose which such person reasonably believed to be in the best interest of the Board or that such person had reasonable cause to believe that any such action or conduct was unlawful.

Pursuant to the authority contained in section 1115-f of Title 6 of Article 5 of the Public Authorities Law, as set out in Chapter 868 of the 1986 Laws of the State of New York (the “Act”), the Albany Water Board (the “Board”) hereby approves the following by-laws for the regulation of its activities:

(Adopted March 10, 1987)  
(Revised August 28, 2020 Resolution 20-54)