

**WAYNE COUNTY WATER AND SEWER AUTHORITY**

**BYLAWS**

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**WAYNE COUNTY WATER AND SEWER AUTHORITY**

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**ARTICLE I**

**POWERS, ORGANIZATION AND ADMINISTRATION**

- 1.1 **ADMINISTRATION.** The powers, organization and administration of the Wayne County Water and Sewer Authority (the "Authority") shall be as authorized and established by the provisions of the Wayne County Water And Sewer Authority Act, as amended (the "Act"). The powers of the Authority shall be vested in the Members thereof in office from time to time who shall constitute the Board.
- 1.2 **FISCAL YEAR.** The fiscal year of the Authority shall begin January 1 and end December 31 of each year.
- 1.3 **FORM OF SEAL.** The seal of the Authority shall be in such form as maybe determined, from time to time, by the Authority. The seal on any Authority obligation for the payment of money may be a facsimile.

**ARTICLE II**

**MEMBERS OF THE BOARD**

- 2.1 **MEMBERS.** The Authority shall be governed by a Board consisting of nine (9) members ("Members") appointed by the Chairman of the board of supervisors and confirmed by the board of supervisors of Wayne County (the "Board of Supervisors").
- 2.2 **QUALIFICATIONS OF MEMBERS.** Each Member must, at the time he or she is appointed, have attained the age of eighteen years, be a citizen of the United States, a resident of New York State and a resident of Wayne County. No person who has been convicted of a violation of the Selective Draft Act of the United States or of the Federal Selective Training and Service Act of 1940, or the Acts amendatory thereof or supplemental thereto, shall serve as a Member of the Authority.
- 2.3 **TERM.** The terms for the first Members shall be determined in accordance with the Act. The term of office for each subsequent Member shall be three (3) years, ending on December 31 of the last year of each such term. Each Member shall continue to hold office until his or her successor is appointed and qualifies.
- 2.4 **OFFICIAL OATHS/ACKNOWLEDGEMENT.** Each Member shall, within thirty (30) days after notice of his or her appointment or within thirty (30) days after the commencement of his or her term of office, take and subscribe the following oath or affirmation before entering the duties of his or her office: "I do solemnly swear (or affirm) that I will support the Constitution of the United States, and the Constitution of the State of New York, and that I will faithfully discharge the duties of the office of Member of the Wayne County Water and Sewer Authority, according to the best of my ability." The oath shall be administered by the Clerk or Assistant Clerk of Wayne County, by the Chairperson of the Authority or by any officer authorized to take, within the state, the acknowledgement of the execution of a deed of real property, and shall be filed in the office of the Clerk of Wayne County. Proof of such filing shall be filed with the Authority. At the time that each Member takes and subscribes his or her oath of office, he or she shall

execute an acknowledgment, in the form prescribed by the state authorities budget office (“ABO”) after consultation with the attorney general, in which the Member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in Section 2.10.7 of these Bylaws, and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority’s mission and public interest.

- 2.5 VACANCIES. The office of a Member shall be deemed vacant upon the happening of one of the following events before the expiration of the term thereof:
  - 2.5.1 The death of the Member;
  - 2.5.2 The resignation of the Member;
  - 2.5.3 The Member ceasing to be a resident of Wayne County;
  - 2.5.4 The conviction of the Member of a felony, or a crime involving a violation of the oath of office;
  - 2.5.5 The entry of a judgment or order of a court of competent jurisdiction declaring the Member to be incompetent;
  - 2.5.6 The judgment of a court declaring the appointment of the Member void or that the Member's office is forfeited or vacant;
  - 2.5.7 The refusal or neglect of the Member to file the official oath within thirty (30) days after notice of appointment or within thirty (30) days after commencement of his or her term, except as otherwise provided by law; and
  - 2.5.8 The unexcused absence of a Member from three (3) consecutive regular meetings, as more fully set forth in Section 2.8.
- 2.6 FILLING OF VACANCIES. Vacancies occurring at the end of a term shall each be filled in the manner provided in Section 2.1 above and for a three (3) year term. Vacancies occurring otherwise than by the expiration of a term shall be filled in the same manner as set forth in Section 2.1 for the remainder of the unexpired term.
- 2.7 REMOVAL OF MEMBER. A Member may be removed from office by the Board of Supervisors for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office and for the same reasons as provided by law for the removal of officers of Wayne County. Prior to removal the Board of Supervisors shall give such Member a copy of the charges against him or her and an opportunity to be heard in person or by counsel in his or her defense, upon not less than ten (10) days notice.
- 2.8 INEXCUSED ABSENCE OF MEMBER. If a Member fails to attend three consecutive regular meetings of the Authority, unless such absence is for good cause and is excused by the Chairperson of the Authority or other presiding officer, or in the case of the Chairperson of the Authority, by the Chairman of the Board of Supervisors, either prior to or subsequent to the meeting, the office may be deemed vacant for the purposes of the nomination and appointment of a successor. The Secretary of the Authority shall send a written reminder of the provisions of this Section to a Member who has two consecutive unexcused absences.
- 2.9 COMPENSATION OF MEMBERS. The Members of the Authority shall receive from the Authority such salary, if any, as shall be determined from time to time by the Board of Supervisors. Members and officers shall be reimbursed for all their actual and necessary expenses, including travel expenses, incurred in carrying out their duties.

2.10 **ROLE AND RESPONSIBILIITY OF BOARD MEMBERS.** Members shall:

- 2.10.1 Execute direct oversight of the Authority's executive director and other management in the effective and ethical management of the Authority;
- 2.10.2 Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
- 2.10.3 Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the executive director and management, subject to the provisions of Section 6.10 of these Bylaws;
- 2.10.4 Adopt a code of ethics applicable to each officer, Member and employee that, at a minimum, includes the standards established in section seventy-four of the Public Officers Law;
- 2.10.5 Establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Member of the Authority, investments, travel, the acquisition of real property and the disposition of real and personal property, and the procurement of goods and services;
- 2.10.6 Adopt a defense and indemnification policy and disclose such plan to any and all prospective Members; and
- 2.10.7 Perform each of their duties as Members, including but not limited to those imposed by this section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public.

2.11 **PROHIBITION ON PERSONAL LOANS.** Pursuant to applicable law, the Board is without authority to and shall not, directly or indirectly, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Member or employee (or equivalent thereof) of the Authority.

**ARTICLE III**

**MEETINGS OF THE AUTHORITY**

- 3.1 **ANNUAL MEETING.** The first meeting in each fiscal year shall be the annual meeting of the Authority and shall be held at the time and place, within Wayne County, designated in the notice of same.
- 3.2 **REGULAR MEETINGS.** Regular meetings of the Authority may beheld at such times and places, within Wayne County, from time to time as determined by resolution of the Authority.
- 3.3 **SPECIAL MEETINGS.** Special meetings of the Authority may be called by the Chairperson, or shall be called by the Secretary upon the written request of at least two Members. Each special

meeting shall be held at the time and place, within Wayne County, as the person calling the meeting shall determine.

- 3.4 **NOTICE TO MEMBERS.** No notice need be given to Members of a regular meeting of the Authority. Notice of the place, day and hour of every special meeting shall be given to each Member by delivering the notice to the Member personally or leaving the notice at his or her residence or usual place of business or by telephoning it at least one (1) day before the meeting, or shall be mailed to each Member, postage prepaid and addressed to the Member at his or her last known address at least three (3) days before the meeting or emailed to each Member at least three (3) days before the meeting. No notice of an adjourned meeting of the Authority need be given to Members other than by announcement at the meeting. Notice of any meeting need not be given to any Member who submits a signed waiver of notice thereof before, at or after the meeting, nor to any Member who attends the meeting without protesting prior to or at the commencement of the meeting, the lack of notice to him.

Neither the business to be transacted at, nor the purpose of, any meeting of the Authority need be specified in any notice or written waiver of notice unless so required by these Bylaws or by law.

- 3.5 **QUORUM AND EXERCISE OF POWERS.** Five (5) Members shall constitute a quorum authorized to transact any business presented at the meeting of the Authority. All action shall be taken by vote of at least five (5) of the Members of the Authority. If at any meeting there is less than a quorum, a majority of those voting Members present may, from time to time, adjourn the meeting without notice to any absent Member.
- 3.6 **CONDUCT OF MEETINGS.** At all meetings of the Authority, the Chairperson shall be the presiding officer, or if the office of Chairperson is vacant or in the absence or disability of the Chairperson, then the Vice-Chairperson shall be the presiding officer; if the office of Vice-Chairperson is vacant or the Vice-Chairperson is absent or disabled, the Members of the Authority shall choose a presiding officer from among those Members present, to preside at such meeting. The Secretary of the Authority, except as otherwise provided by the Authority, shall act as Secretary at all meetings of the Authority, and in the absence of the Secretary or any Assistant Secretary, a temporary Secretary shall be appointed by the presiding officer.
- 3.7 **PROCEDURE.** The order of business and all other matters of procedure at each meeting of the Authority may be determined by the presiding officer.
- 3.8 **MINUTES.** Minutes shall be taken at all meetings of the Authority and its committees which shall consist of a record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon. Such minutes shall be available to the public in accordance with the provisions of the Freedom of Information Law and Article VIII of these Bylaws within two weeks from the date of such meeting.

#### **ARTICLE IV COMMITTEES**

- 4.1 **COMMITTEES.** The Authority may create an executive committee and one or more other committees of the Authority, each consisting of three or more Members of the Authority, which committees shall serve in an advisory capacity only, and no committee shall be delegated any powers of the Authority except as authorized by applicable law.
- 4.2 **AUDIT COMMITTEE.** The Board shall establish an Audit Committee to be comprised of not less than three independent Members as defined under applicable law, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties

and functions of the committee and shall be familiar with corporate financial and accounting practices; provided, however, that in the event that the Board has less than three independent Members, the Board may appoint non-independent members to the committee, provided that the independent Members must constitute a majority of the committee. The Audit Committee shall:

- 4.2.1 Recommend to the Board the hiring of a certified independent accounting firm for the Authority in accordance with Section 9.3 of these Bylaws; and
- 4.2.2 Establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes.

Any report resulting from an audit of the Authority shall be filed with the Audit Committee and reported on by the Audit Committee to the Board.

4.3 GOVERNANCE COMMITTEE. The Board shall establish a Governance Committee to be comprised of not less than three independent Members as defined under applicable law, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the committee; provided, however, that in the event that the Board has less than three independent Members, the Board may appoint non-independent Members to the committee, provided that the independent Members must constitute a majority of the Members of the committee. The Governance Committee shall:

- 4.3.1 Keep the Board informed of current best governance practices;
- 4.3.2 Review corporate governance trends;
- 4.3.3 Recommend updates to the Authority's corporate governance principles;
- 4.3.4 Advise the Board of Supervisors on the skills and experiences required of potential Board Members;
- 4.3.5 Examine ethical and conflict of interest issues;
- 4.3.6 Perform Board self-evaluations; and,
- 4.3.7 Recommend changes to these Bylaws which include rules and procedures for conduct of Board business.

4.4 FINANCE COMMITTEE. The Board shall establish a Finance Committee to be comprised of not less than three independent Members as defined under applicable law, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the committee; provided, however, that in the event that the Board has less than three independent Members, the Board may appoint non-independent Members to the committee, provided that the independent Members must constitute a majority of the Members of the committee. The Finance Committee shall review proposals for the issuance of debt by the Authority and make recommendations.

4.5 MEETINGS. Meetings of any committee of the Authority may be held at such places within Wayne County as the committee shall determine. Regular meetings of any committee of the Authority shall be held at such times as may be determined by either the Authority or such

committee, and no notice to Members of the committee shall be required for any regular meeting. Special meetings of any committee shall be called by the Secretary of the Authority upon the request of any two Members thereof. Notice of special meetings of any committee of the Authority shall be given by mailing the same, at least three (3) days before the day on which the meeting is to be held, to the address of each Member designated by him or her for such purpose (or, if none is designated by him or her for such purpose, to his or her last known address) or by delivering it personally or by telephoning it at least twelve (12) hours in advance of the time for which the meeting is called or by emailing it at least 48 hours in advance of the time for which the meeting is called. Notice of any meeting need not be given to any committee Member who submits a signed waiver of notice thereof before, at or after the meeting, or who attends the meeting without protest prior to the commencement thereof. Neither the business to be transacted at, nor the purpose of, any meeting of any committee need be specified in any notice or written waiver of notice unless so required by these Bylaws.

- 4.6 CONDUCT OF MEETINGS. The Chairperson of the committee or, in the event that the office of committee Chairperson is vacant or in the absence or disability of the committee Chairperson, such other Member of the committee as is chosen by the committee shall preside at each meeting of the committee. The Secretary of the Authority, except as otherwise provided by the Authority, shall act as Secretary at all meetings of the committee, and in the absence of the Secretary or any Assistant Secretary, a temporary Secretary shall be appointed by the Chairperson of the committee meeting.
- 4.7 MINUTES. All committees shall keep minutes of their meetings in accordance with Section 3.8; minutes of committee meetings shall be circulated to all Members of the Authority in hard copy or electronically.

## **ARTICLE V OPEN MEETINGS**

- 5.1 GENERALLY. Every meeting of the Authority and its committees shall be open to the general public except for Executive Sessions.
- 5.2 ACCESSIBILITY. The Authority shall make or cause to be made all reasonable efforts to ensure that meetings subject to this Section are held in appropriate facilities that permit barrier-free physical access to the physically handicapped and can adequately accommodate members of the public who wish to attend. If any meeting is conducted by videoconferencing, the Authority shall provide an opportunity for the public to attend, listen and observe at any site at which a Member participates, and the public notice as set forth below in Section 5.3 shall inform the public that videoconferencing will be used, identify the locations for the meeting, and state that the public has the right to attend the meeting at any of the locations.
- 5.3 PUBLIC NOTICE. Public notice of the time and place of all meetings subject to this Section shall be given to the news media and conspicuously posted in one or more designated public locations:
- 5.3.1 At least 72 hours in advance if the meeting is scheduled at least one week prior thereto;  
or
- 5.3.2 Otherwise, at a reasonable time prior thereto.
- 5.4 EXECUTIVE SESSIONS. Upon a vote of at least five (5) Members, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Authority may conduct an executive session for the below enumerated purposes

only, provided, however, that no action by formal vote shall be taken to appropriate public moneys:

- 5.4.1 Matters which will imperil the public safety if disclosed;
  - 5.4.2 Any matter which may disclose the identity of a law enforcement agent or informer;
  - 5.4.3 Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
  - 5.4.4 Discussions regarding proposed, pending or current litigation;
  - 5.4.5 Collective negotiations pursuant to article fourteen of the Civil Service Law;
  - 5.4.6 The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
  - 5.4.7 The preparation grading or administration of examinations; and
  - 5.4.8 The proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by the Authority, but only when publicity would substantially affect the value thereof.
- 5.5 ATTENDANCE. Attendance at an Executive Session shall be permitted to any Member and any other persons authorized by the Authority.

## **ARTICLE VI**

### **OFFICERS**

- 6.1 OFFICERS. The officers of the Authority shall consist of a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The Chairperson, Vice-Chairperson and Treasurer shall be Members of the Authority; the Secretary need not be a Member of the Authority. No person may hold more than one office at the same time.
- 6.2 CHAIRPERSON. The Chairperson shall preside at all meetings of the Authority. At each meeting, the Chairperson shall submit such recommendations and information considered proper concerning the business, affairs and policies of the Authority.
- 6.3 VICE-CHAIRPERSON. The Vice-Chairperson shall, in the event of absence or disability of the Chairperson, perform all of the duties and responsibilities of the Chairperson.
- 6.4 TREASURER. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit or cause the same to be deposited in the name of the Authority in such banks and/or trust companies in the State of New York as designated by the Authority or invested in accordance with the Act and Section 98-a of the State Finance Law. Any deposits of such moneys shall be secured by (or guaranteed by) obligations of the United States, the State of New York, or Wayne County, of a market value equal at all times to the amount on deposit. The

Treasurer shall sign all checks and, except as otherwise authorized by resolution of the Authority, all orders, and shall pay out and disburse such moneys upon requisition by the Authority or such other person or persons who may be authorized to make such requisition. The Treasurer shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Authority as the Authority shall require an account of transactions and also of the financial condition of the Authority. The Treasurer shall execute a bond conditioned on the faithful performance of the duties of office, the amount and sufficiency of which shall be approved by Members of the Authority and the premium thereof shall be paid by the Authority.

- 6.5 **SECRETARY.** The Secretary shall keep the records of the Authority, including the records required to be maintained in Section 8.3 of these Bylaws, shall act as secretary of the meetings of the Authority and its committees and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings, and shall perform duties incident to the office. The Secretary shall have the power to affix the Authority seal to all contracts and other instruments authorized to be executed by the Authority.
- 6.6 **ADDITIONAL DUTIES.** The officers of the Authority shall perform such other duties and functions as may from time to time be authorized by resolution of the Authority or be required by the Authority, by the Bylaws of the Authority or by the rules and regulations of the Authority. The Chairperson shall have the power to appoint, on a temporary basis until the Authority next meets, an acting Treasurer, Vice-Chairperson or Secretary in the event these positions become vacant or their officeholders cannot fulfill their duties due to absence or disability.
- 6.7 **ELECTION OF OFFICERS.** The first officers of the Authority shall be elected at the first meeting of the Authority. Thereafter, all officers of the Authority shall be elected at the annual meeting of the Authority from among the Members of the Authority and shall hold office for one year or until the successors are elected and qualified. Nothing herein shall prevent an individual from succeeding himself or herself in office.
- 6.8 **REMOVAL AND VACANCIES.** All officers serve at the pleasure of the Authority and an officer may be removed or have his or her authority suspended by the Authority at any time, with or without cause. If an office becomes vacant for any reason, the Members of the Authority shall have the power to fill such vacancy.
- 6.9 **AUTHORITY STAFF.** The Authority may appoint and at pleasure remove an executive director, and such additional officers and employees as it may deem necessary for the performance of the powers and duties of the Authority. These positions shall be in the exempt class of civil service. The Authority may also from time to time contract for expert professional services and may retain or employ counsel, auditors, engineers, and private consultants on a contract basis or otherwise for rendering professional or technical services and advice.
- 6.10 **ROLE OF EXECUTIVE DIRECTOR.** The executive director is to have executive supervision over, and be in administrative charge of the Authority. The executive director shall perform all such duties subject to the direction of the Board. The executive director shall also be responsible for the execution of the policies and programs of the Authority as established by the Board. Except as otherwise authorized by resolution of the Authority, the executive director shall serve as the chief executive officer and chief financial officer of the Authority and shall execute all agreements, contracts, deeds, instruments of indebtedness and any other instruments of the Authority. The executive director shall also recommend and implement financial policies of the Authority and participate in the preparation of the financial reports of the Authority required

under applicable law. No chairperson who is also the executive director shall participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of executive director

- 6.11 **ADDITIONAL PERSONNEL.** The Authority may from time to time employ and remove such personnel or appoint additional officers or enter into contracts for expert professional services as it deems necessary to exercise its powers, duties and functions as prescribed by the Act. Any such personnel and additional officers shall be in the exempt class of civil service, and the Authority shall fix and determine the qualifications, duties and compensation of such personnel and additional officers subject to the provisions of the Civil Service Law.
- 6.12 **TRANSFER OF EMPLOYEES.** Any public officer or employee under civil service who is selected by the Authority may, with the consent of the commission, board, department or municipality by which he or she has been employed, be transferred to the Authority and shall be eligible for such transfer and appointment, without examination, to comparable offices, positions and employment under the Authority. The salary or compensation of any such officer or employee, after such transfer, shall be paid by the Authority. Any such officers or employees so transferred to the Authority pursuant to this Section who are members of or beneficiaries under any existing pension or retirement fund or system to be paid by the employer on account of such officers and employees shall continue to have all rights, privileges, obligations and status with respect to such fund or system as are now prescribed by law but, during the period of their employment by the Authority, all contributions to such fund or system shall be paid by the Authority. All such officers or employees so transferred to the Authority who have been appointed to positions under the rules and classifications of the personnel officer of Wayne County shall have the same status with respect thereto after transfer to the Authority as they had under their original appointment.

## **ARTICLE VII**

### **INDEMNIFICATION OF MEMBERS, OFFICERS AND EMPLOYEES**

- 7.1 **RIGHT OF DEFENSE AND INDEMNIFICATION.** The Authority shall confer upon its employees (including its current and former Members, officers and employees, their estates, and their judicially appointed representatives) the benefits of Section 18 of the Public Officers Law providing for the defense and indemnification of employees of public entities. The Authority shall be held liable for the costs incurred under the provisions of Section 18 of the Public Officers Law.
- 7.2 **NON-EXCLUSIVITY.** The benefits accorded to employees under this Article and Section 18 of the Public Officers Law shall supplement, and be available in addition to, defense or indemnification protection conferred by other statutes or otherwise.

## **ARTICLE VIII**

### **RECORDS**

- 8.1 **DEFINITION.** "Record" means any information kept, held, filed, produced or reproduced by, with or for the Authority, in any physical form whatsoever, including, but not limited to, reports, statements, examinations, memoranda, opinions, folders, files, books, manuals, pamphlets, forms, papers, designs, drawings, maps, photos, letters, microfilms, computer tapes or discs, rules, regulations or codes.

- 8.2 RULES AND REGULATIONS. The Authority shall promulgate rules and regulations in conformity with the Freedom of Information Law and the Local Government Records Law pertaining to the availability and management of records and procedures to be followed.
- 8.3 RECORDS REQUIRED TO BE MAINTAINED. The Authority shall maintain the following records: (i) a record of the final vote of each Member in every Authority proceeding in which the Member votes; (ii) a record setting forth the name, public office address, title and salary of every Member, officer or employee of the Authority; and (iii) a reasonably detailed current list by subject matter of all records in the possession of the Authority.

## **ARTICLE IX**

### **REPORTS**

- 9 The Authority shall prepare or direct the preparation and filing of all reports as may be required by applicable law including the following:
- 9.1 ANNUAL REPORT. The Authority shall prepare an Annual Report after the end of each fiscal year which shall contain:
- 9.1.1 Its operations and accomplishments;
  - 9.1.2 Its financial reports, including (i) audited financials in accordance with all applicable regulations and following generally accepted accounting principles as defined in subdivision ten of section two of the State Finance Law, (ii) grants and subsidy programs, (iii) operating and financial risks, (iv) current ratings, if any, of its bonds issued by recognized municipal bond rating agencies and notice of changes in such ratings, and (v) long-term liabilities, including leases and employee benefit plans;
  - 9.1.3 Its mission statement and measurements including its most recent measurement report;
  - 9.1.4 A schedule of its bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance that includes the date of issuance, term, amount, interest rate and means of repayment. Additionally, the debt schedule shall also include all refinancings, calls, refundings, defeasements and interest rate exchange or other such agreements, and for any debt issued during the reporting year, the schedule shall also include a detailed list of costs of issuance for such debt;
  - 9.1.5 A compensation schedule, in addition to the report described in Section 9.5 of these Bylaws, that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, Member or employee in a decision making or managerial position of the Authority whose salary is in excess of one hundred thousand dollars; biographical information, not including confidential personal information, for all Members and officers and employees for whom salary reporting is required under applicable law;
  - 9.1.6 The projects undertaken by the Authority during the past year;

- 9.1.7 A listing and description, in addition to the report required by Section 9.4 of these Bylaws of all real property of the Authority having an estimated fair market value in excess of fifteen thousand dollars that the Authority acquires or disposes of during such period. The report shall contain the price received or paid by the Authority and the name of the purchaser or seller for all such property sold or bought by the Authority during such period;
- 9.1.8 The Authority's code of ethics;
- 9.1.9 An assessment of the effectiveness of the Authority's internal control structure and procedures;
- 9.1.10 A copy of the legislation that forms the statutory basis of the Authority;
- 9.1.11 A description of the Authority and its Board structure, including (i) names of committees and committee Members, (ii) lists of Board meetings and attendance, (iii) descriptions of major Authority units, subsidiaries, if any, and (iv) number of employees;
- 9.1.12 Its charter, if any, and Bylaws;
- 9.1.13 A listing of material changes in operations and programs during the reporting year;
- 9.1.14 At a minimum a four-year financial plan, including (i) a current and projected capital budget, and (ii) an operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance;
- 9.1.15 Its Board performance evaluations; provided, however, that such evaluations shall not be subject to disclosure under article six of the Public Officers Law;
- 9.1.16 A description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding, including (i) the nature of those assets and services, (ii) the names of the counterparties, and (iii) where the contract price for assets purchased exceeds fair market value, or where the contract price for assets sold is less than fair market value, a detailed explanation of the justification for making the purchase or sale without competitive bidding, and a certification by the chief executive officer and chief financial officer of the Authority that they have reviewed the terms of such purchase or sale and determined that it complies with applicable law and procurement guidelines; and
- 9.1.17 A description of any material pending litigation in which the Authority is involved as a party during the reporting year.

The Annual Report shall be submitted within ninety (90) days after the end of each fiscal year of the Authority to the ABO and to the Chairman of the Board of Supervisors.

- 9.2 **BUDGET REPORT.** The Authority shall prepare before the commencement of its fiscal year a Budget Report containing budget information on operations and capital construction, setting forth the estimated receipts and expenditures for the next fiscal year and the current fiscal year, and the actual receipts and expenditures for the last completed fiscal year. The Budget Report shall be submitted not more than ninety (90) and not less than sixty (60) days prior to the commencement of the fiscal year to the ABO and to the Chairman of the Board of Supervisors.

- 9.3 **AUDIT REPORTS.** The Authority shall commission an annual audit of the accounts of the Authority by a certified public accounting firm in accordance with generally accepted auditing standards as defined in subdivision eleven of section two of the State Finance Law. The Audit Report, together with the management letter and any other external examination of the books and accounts of the Authority, other than copies of the reports of any examinations made by the state comptroller, shall be submitted within thirty (30) days of receipt by the Authority thereof to the ABO and to the Chairman of the Board of Supervisors.
- 9.4 **PROPERTY REPORT.** The Authority shall annually prepare and publish a report listing all real property of the Authority. Such report shall include a list and full description of all real and personal property disposed of during the year. The report shall contain the price received by the Authority and the name of the purchaser for all such property sold by the Authority during the year. The Property Report shall be delivered to the comptroller, the director of the budget, the commissioner of general services, the state legislature, and the ABO.
- 9.5 **PERSONNEL REPORT.** The Authority shall submit to the comptroller, the director of the budget, the chairpersons of the legislative fiscal committees and the ABO, for their information, annually, on or before the fifteenth day of January of each calendar year, personnel information setting forth personal service schedules which indicate position, grade, salary and title for each employee and in summary form.
- 9.6 **MISSION STATEMENT/MEASUREMENT REPORT.** The Authority shall submit to the ABO on or before March thirty-first, two thousand eleven, a proposed Authority mission statement and proposed measurements which the ABO shall post on its website. The proposed Authority mission statement and proposed measurements shall have the following components: a brief mission statement expressing the purpose and goals of the Authority, a description of the stakeholders of the Authority and their reasonable expectations from the Authority, and a list of measurements by which performance of the Authority and the achievement of its goals may be evaluated. The Authority shall reexamine its mission statement and measurements on an annual basis, and publish a self-evaluation based on the stated measurements, unless such reexamination is waived pursuant to a determination by the director of the ABO that such undertaking is unnecessary.

## **ARTICLE X**

### **INVESTMENT GUIDELINES**

- 10.1 **ADOPTION AND AMENDMENT OF INVESTMENT GUIDELINES.** The Authority shall by resolution adopt comprehensive investment guidelines which detail the Authority's operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Authority. The investment guidelines approved by the Authority shall be annually reviewed and approved by the Authority. The Authority shall have the power from time to time to amend such investment guidelines.
- 10.2 **QUARTERLY INVESTMENT REPORTS.** The Authority shall direct the preparation and filing with the Authority of quarterly reports, or reports covering such other period as may be approved by the Authority, from a designated officer or employee regarding any new investments, the inventory of existing investments, and the selection of investment bankers, brokers, agents, dealers or auditors.
- 10.3 **ANNUAL INVESTMENT REPORTS.** The Authority shall annually prepare and approve an investment report which shall include the investment guidelines, amendments to such guidelines since the last investment report, an explanation of the investment guidelines and amendments, the

results of an annual independent audit of the investments of the Authority, the investment income record of the Authority and a list of the total fees, commissions or other charges paid to each investment banker, broker, agent, dealer and adviser rendering investment associated services to the Authority since the last investment report. Such investment report may be a part of any other annual report that the Authority is required to make.

10.4 DISTRIBUTION OF ANNUAL INVESTMENT REPORT.

10.4.1 The Authority shall annually submit its investment report to the chief executive officer and chief fiscal officer of Wayne County and to the State Department of Audit and Control.

10.4.2 The Authority shall make available to the public copies of its investment report upon reasonable request therefore.

**ARTICLE XI**

**EQUAL OPPORTUNITY GUIDELINES**

11.1 AFFIRMATIVE ACTION. The Authority shall establish procedures and guidelines to ensure that, where possible, all employees or applicants for employment are afforded equal employment opportunity without discrimination.

**ARTICLE XII**

**MISCELLANEOUS PROVISIONS**

12.1 ADOPTION OF BYLAWS. Bylaws of the Authority may be adopted, amended or repealed at any meeting of the Authority by vote of at least five (5) Members of the Authority; provided that at the first meeting of the Authority at which an amendment to or repealing of the Bylaws is proposed, any Member may unilaterally require that discussion and voting on the proposed amendment or repeal of the Bylaws be postponed until the next regular meeting of the Authority.

12.2 FILING OF BYLAWS. The Secretary of the Authority shall file the Bylaws and any amendments thereto, duly certified by such Secretary, in the office of the Authority and in the office of the Wayne County Clerk.

12.3 SUSPENSION OF BYLAWS. Except as may otherwise be provided by law, the Bylaws of the Authority may be suspended at any meeting of the Authority, by vote of at least five (5) Members of the Authority.

12.4 RULES AND REGULATIONS. The Authority shall have the power from time to time, by majority vote of at least five (5) of the Members, to establish, add to, amend, modify or revoke Rules and Regulations governing the operations and affairs of the Authority, which Rules and Regulations shall have the same force and effect as though fully incorporated in and made a part of these Bylaws.

**ADOPTION OF AND AMENDMENTS TO BYLAWS**

<b>Date</b>	<b>Action Taken</b>
5/3/88	Adopted
11/23/10	Changes to conform with Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009