

BY-LAWS

ISLIP RESOURCE RECOVERY AGENCY

ARTICLE I THE AGENCY

Section 1. Name. The name of the Agency shall be the *Islip Resource Recovery Agency*.

Section 2. 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 Town Hall, 655 Main Street, Islip, 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.

Section 2. Membership. The members of the Board of Directors shall be the five members of the Town Board of the Town of Islip.

Section 3. Chairman. The Supervisor of the Town of Islip shall preside as Chairman of the Board of Directors at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall execute all agreements, contracts, deeds, and any other instruments of the Agency.

Section 4. Office Exclusion. No Director of the Agency shall be appointed or serve as an officer, agent, or employee of the Agency.

Section 5. Compensation. The Directors of the Agency shall receive no compensation for their services, but shall be reimbursed for all their actual and necessary expenses incurred in connection with the carrying out of the purposes of the Agency.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the Agency shall be the President, Executive Vice-President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the same person may not hold the offices of President and Secretary.

Section 2. President. The President shall have such duties as the Agency shall direct. He shall be required to furnish such bond as the Agency may require for the faithful performance of his duties; premiums for such bond shall be paid by the Agency.

¹Section 3. Project Manager. The Project Manager shall have charge of the development of business affairs of the Agency. He shall be the Chief Managing Officer for administration of the Agency and of its resource recovery projects. He shall make recommendations to the Board of Directors concerning any aspect of the operation of the Agency.

Section 4. Executive Vice-President. The Executive Vice-President shall possess such professional qualifications as shall be established by the New York State Commissioner of Environmental Conservation. He shall have such powers and perform such duties with respect to the supervision of design and construction of projects as may be determined by the governing body. He shall perform the duties of the Project Manager in absence or incapacity of the Project Manager; and in case of the resignation or death of the Project Manager, the Executive Vice-President shall perform such duties as are imposed on the Project Manager until such time as the Agency shall appoint a new Project Manager. The Office of Executive Vice-President may be terminated after the completion of construction of any project.

Section 5. 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 purposes, and shall perform all the duties incident to his office. He shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and other such instruments authorized to be executed by the Agency. He shall give such bond as the Agency may require for the faithful performance of the duties; premiums for such bond shall be paid by the Agency.

Section 6. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit the same, in the name of the Agency, in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disperse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all instruments of indebtedness, orders, and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. He shall give such bond for the faithful performance of his duties as the Agency may determine; premiums for such bond shall be paid for by the Agency.

Section 7. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency

¹ Amended on November 26, 1985 to remove the position of Project Manager from the Agency's officers.

or be required by the Agency, by the By-Laws of the Agency, or by the rules and regulations of the Agency.

Section 8. Appointment of Officers. Officers may be appointed as needed to fulfill the purposes of the Agency. Appointments shall be made at any regular or special meeting of the Agency. Officers shall serve at the pleasure of the Board of Directors.

Section 9. Vacancies. Should any office become vacant, the Agency may appoint a successor at the next regular or special meeting.

Section 10. Compensation. The compensation of all officers shall be determined by the Agency.

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The annual meeting of the Agency shall be held prior to September 20th each year at the regular meeting place of the Agency.²

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. When he deems it desirable, the Chairman of the Agency may call a special meeting of the Agency. Upon the written request of two Directors of the Agency, the Chairman shall call a special meeting of the Agency for purpose of transacting any business designated in the call. At least one business day prior to a special meeting, the call for such meeting shall be communicated to each Director, or to his or her business office or authorized agent, by telephone or in writing. At such special meeting, no business shall be considered other than as designated in the call, but if all the Directors of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.³

Section 4. Waiver of Notice. Any Director of the Agency may waive notice of any regular or special meeting of the Agency by executing a Waiver of Notice. A Waiver of Notice must be executed prior to the adjournment of the meeting for which the Director desires to so waive notice.

Section 5. Quorum. At all meetings of the Agency, three (3) Directors of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

² Amended on November 26, 1985 to change the annual meeting from the third Tuesday of November.

³ Amended on September 18, 1986 to eliminate the requirement that written notice of special meetings be delivered to Directors two days prior to meeting.

Section 6. Order of Business. At the regular meetings of the Agency, the following shall be the order of business:

1. Roll Call.
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications.
4. Report of Treasurer.
5. Reports of Committees.
6. Unfinished business.
7. New business.
8. Adjournment.

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

Section 7. Manner of Voting. The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE V MISCELLANEOUS

Section 1. Gender. The pronoun *he* as used throughout shall be read to include the pronoun *she*.

Section 2. Designated Depositories. The Agency shall designate the depositories of its money, credits, and funds either within or without the State. The Agency may require any bank or trust company so designated, in which Agency funds are on deposit or are to be deposited, to deliver to the Agency a surety bond payable to the Agency, executed by a surety company authorized and licensed to transact business in the State of New York and assuring to the Agency the payment of such deposits and the agreed interest thereon; or in lieu of a depository bond may require any bank or trust company to deposit with such Agency the bonds or certificates of the United States, the State of New York, any county, town, city, village, or school district, as security for such bonds so deposited, but such bond or certificate shall be subject to the approval of the Agency and shall be deposited in such place and held under such conditions as the Agency may determine.

Section 3. Fiscal Year. The Agency shall establish its fiscal year.

Section 4. The Agency shall do all things necessary or convenient to carry out its purposes and shall exercise the powers expressly given the Agency as set forth in Article 8, Title 13-C of the Public Authorities Law of the State of New York, being Sections 2046-a through 2046-u of said law.

Section 5. Committees. From time to time the Agency may create standing or special Committees from its membership to advise the Board on any matter incident to the function of the Agency.

ARTICLE VI
AMENDMENTS

Section 1. Amendments to By-Laws. The By-Laws of the Agency shall be amended only with the approval of a majority of the Directors of the Agency at a regular or special meeting.

Section 2. No amendment to the By-Laws shall be adopted unless written notice thereof, including the proposed change, has been received by all Directors of the Agency at least seven (7) days in advance of such meeting.