

## **BY-LAWS OF**

### **SOUTHERN TIER WEST REGIONAL PLANNING & DEVELOPMENT BOARD CENTER FOR REGIONAL EXCELLENCE 4039 ROUTE 219, SUITE 200 SALAMANCA, NEW YORK 14779**

#### **ARTICLE I – NAME**

The name of the organization shall be the Southern Tier West Regional Planning and Development Board (STW RPDB).

#### **ARTICLE II – PURPOSE**

The STW RPDB is a public agency established by Chautauqua, Cattaraugus, and Allegany Counties under the provisions of Article 12-B of the New York State General Municipal Law for the purpose of providing a comprehensive range of services associated with the growth and development of communities in the Western Southern Tier.

#### **ARTICLE III – MEMBERSHIP**

##### **Section 1 – Members**

The STW RPDB shall consist of three member counties including Allegany, Cattaraugus and Chautauqua, and the Seneca Nation of Indians.

##### **Section 2 – Representation**

The STW RPDB shall be governed by a Board of Members (Board). The number of members constituting the entire Board shall be sixteen (16). Each member-county shall appoint five (5) members to the Board and one (1) representative shall be appointed by the Seneca Nation of Indians. In the case of County appointments, at least one (1) representative shall be appointed from the elected governing body of the County. The power to appoint a representative shall be vested solely with the head of government of each constituent entity, who shall notify the Board in writing of such appointment within ten (10) days thereafter.

##### **Section 3 – Tenure**

All individuals appointed to the Board shall serve for a three-year (3) term, and shall continue in office until his or her successor shall have been appointed, or until his or her death, resignation, or removal.

##### **Section 4 - Vacancies**

Any vacancy that occurs on the Board shall be filled by the action of the respective county's appointing authority as provided for in Section 3 above.

##### **Section 5 - Designees**

No designee, transfer, or assignment on the Board will be permitted.

##### **Section 6 - Compensation**

In accordance with Article 12-B, Section 239, of the NYS General Municipal Law, no member shall receive a salary or compensation for their service, except that the Board may authorize reimbursement of a member's expenses if reasonably incurred on behalf of and for the benefit of the STW RPDB.

### **Section 7 - Removal**

Upon the majority vote of the Board, the Chairperson shall have the authority to request and the respective county appointing authority shall have the power to remove for cause any member.

Any member who fails to attend 50% of the regular Board meetings each year, or who misses three consecutive Board meetings without proper notification of the STW RPDB Executive Director by phone or in writing, may forfeit his or her membership on the Board and may qualify for removal from the Board.

### **Section 8 – Voting Rights**

Each member present shall be entitled to one vote on each matter properly submitted to a vote of the Board.

### **Section 9 - Resignation**

A member may resign from office by delivering a resignation in writing to the Chairperson and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

## **ARTICLE IV – OFFICERS**

### **Section 1**

The officers of the Board shall consist of a Chairman, Vice Chairman, Secretary and Treasurer. All officers shall be voting members of the Board. The elected officers shall comprise the Executive Committee. The Executive Committee shall contain at least one member from each county.

## **ARTICLE V – DUTIES OF OFFICERS**

### **Section 1 – Chairman**

- To preside at all meetings of the Board;
- To call special or emergency meetings of the Board in accordance with the provisions of these By-Laws;
- To sign all official documents of the Board in accordance with the provisions of these By-Laws;
- To establish committees and subcommittees, and to appoint all Southern Tier West (STW) Committee Chairmen, and said appointees shall be voting members of the Board, and shall serve at the pleasure of the STW Chairman with the right of removal by said Chairman should it be deemed proper;
- To see that all reports, documents and actions of the Board are properly made, executed, filed, or taken, as the case may be, in accordance with law and the actions and regulations of the Board;
- To keep the Board or its constituent counties informed of all matter referred to him that bear on the Board, its constituent counties or their municipalities;
- To enter into contracts authorized by the Board and act as signatory agent for the Board on matters where special authority has been delegated to the Board by the Legislatures of the three constituent counties;
- To conduct the usual and normal business of the Board between its regular meetings;
- To respond to correspondence and inquiries pertaining to Board affairs.

### **Section 2 – Vice Chairman**

- To exercise or perform all the duties and be subject to all the responsibilities of the Chairman during the absence, disability, or disqualifications of the Chairman, and act as parliamentarian at all meetings of the Board.

### **Section 3 – Secretary**

- To supervise the keeping of all minutes of all meetings of the Board in the official minute book;
- To give and serve, or cause to give and serve, all notices required by law or by these By-Laws;
- To lay before the Board, by reading, emailing or mailing, or causing to be read, emailed or mailed, official correspondence received by the Board relating to the business of the Board;

- To exercise or perform all the duties and be subject to all the responsibilities of the Chairman during the absence, disability, or disqualification of both Chairman and Vice Chairman.

#### **Section 4 - Treasurer**

- To review the maintenance and keeping of the records of all receipts and disbursements.
- Shall be authorized to sign vouchers, financial statements, financial reports, or other such fiscal forms and reports necessary for the Board to transact its monetary affairs.
- To review all timesheets.

### **ARTICLE VI – ELECTION OF OFFICERS**

#### **Section 1 – Annual Election**

All officers shall be elected annually by a simple majority of the voting membership.

#### **Section 2 – Nomination**

Elections will be held concurrent with the March meeting and therefore on the annual anniversary of such election. Officers shall be elected by simple majority vote. The Chairman shall appoint a three (3) member Nominating Committee to present an annual slate of officers. The Nominating Committee shall present to the Board in writing, at least 10 days prior to the annual meeting, a recommendation regarding a slate of officers to serve in the following year. Nomination, duly seconded, shall be accepted from the voting membership and added to the slate.

#### **Section 4 – Tenure**

The term of office for each officer shall be for a period of one year, beginning on the first day of October and shall terminate on the last day of September in the following calendar year.

#### **Section 5 - Vacancies**

In the event of a vacancy in the Office of the Chair, the Vice-Chairperson shall preside at the next Board meeting and shall be elected by the Board as Chairperson for the unexpired term of the office. If a vacancy in the Offices of Chair and Vice Chair occur simultaneously, the Secretary will serve as interim Chairperson until the Board can hold a special election. All other officer vacancies shall be filled for the unexpired term by appointment of the Chairperson, such appointments to be ratified at the next meeting of the Board.

#### **Section 6 – Special Elections**

The Board may, at its discretion, hold a special election at any time to fill a vacancy for any reason.

#### **Section 7 – Rotation of Officers**

No officer shall be reelected for more than three (3) consecutive terms or three (3) years consecutively in the same office.

### **ARTICLE VII – MEETINGS**

*All meetings of the Board shall be public in accordance with Section 103 of the NYS Public Officers Law.*

#### **Section 1 – Regular**

The Board shall convene a regular meeting, the day and place to be determined by consensus of the Board. In the event of any conflict, the Chairman, in consultation with the Executive Director, may either change or cancel a meeting.

**Section 2 – Special**

Special meetings shall be called by the officer serving as Chairman. Verbal or written / email notice shall be given to all members not less than five days in advance thereof.

**Section 3 – Emergency**

An emergency meeting may be called in such cases that the essence of time prohibits the giving of twenty-four (24) hours' notice.

**Section 4 – Executive Session**

All meetings shall be open to the public and the press, except those meetings or portion thereof that the presiding officer may designate as an executive session. The Board may, by simple majority vote, declare an executive session.

**Section 5 – Quorum by Attendance**

At any meeting of the Board, a quorum shall consist of a simple majority of the total of the representation of the constituent entities. In a sixteen (16) member structure, representation by nine (9) of the voting members shall constitute a quorum, provided, however, that at least one (1) member of any one constituent county be present.

In accordance with Section 103(c) of NYS Public Officers Law, a member may participate in a meeting of the Board or committee thereof by means of a video conference allowing all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute presence in person at a meeting as allowed by New York State Law.

**Section 6 – Notice of Meetings**

Notice of each regular and special meeting, and minutes from the previous meeting, must be provided by mail or email five days prior to the meeting. All scheduled meetings will be posted on the STW RPDB web site. Public notice of all meetings shall be given in accordance with Section 104 of the NYS Public Officers Law.

**ARTICLE VIII – EXECUTIVE COMMITTEE**

*All meetings of the Executive Committee shall be public in accordance with Section 103 of the NYS Public Officers Law.*

**Section 1 – Executive Committee**

The officers of the Board shall compose a standing committee consisting of four (4) members called the Executive Committee.

The Executive Committee shall be responsible for acting in an advisory role to the full Board of Directors as well as the Executive Director.

The Executive Committee will report all its activities to the Board at the next regular Board meeting. Minutes of the Executive Committee meetings shall be kept and shall be open to inspection by any Board member and shall be considered a matter of public record.

**Section 2 – Meetings**

Meetings of the Executive Committee may be held by order of the Chairperson. All meetings shall be open to the public and the press, except those meetings or portion thereof that the presiding officer may designate as an executive session.

**Section 3 – Notice of Meetings**

Notice of each meeting, and minutes from the previous meeting, must be mailed five days prior to the meeting. All scheduled meetings will also be posted on the STW RPDB web site. Public notice of all meetings shall be given in accordance with Section 104 of the NYS Public Officers Law.

**Section 4 – Quorum**

A quorum consists of three members. A quorum must be present for the transaction of any business and for the exercise of any power or function of the Executive Committee. If a quorum is not present at any meeting of the Executive Committee, a majority of the members present may adjourn the meeting without further notice.

In accordance with Section 103(c) of NYS Public Officers Law, a member may participate in a meeting of the Executive Committee by means of a video conference allowing all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 5 – Proxies**

No proxies shall be permitted at any meeting of the Executive Committee.

**Section 6 – Manner of Acting**

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

**ARTICLE IX – OTHER COMMITTEES**

Other committees, not having and exercising the authority of the Board, may be established in such manner as may be designated by resolution adopted by a majority of the members present at a meeting of the Board. Except as otherwise provided for in the resolution, the Chairperson shall appoint the members of and chair of such committees. All committee chairs appointed shall be selected from the membership of the STW RPDB. Such committees must operate in a manner that is consistent with the policies, procedures, quorum, and voting requirements of the STW RPDB.

The Chairperson of the Board may remove a committee member whenever in their judgment the best interest of the STW RPDB shall be served by such removal.

**ARTICLE X – STAFF**

**Section 1 – Executive Director**

The STW RPDB shall be managed by an Executive Director, who shall serve as the chief operating and financial manager of the organization.

The Executive Director shall be appointed by a majority vote of the Board of Members at any regular meeting or special meeting called for that purpose. The Executive Director shall be qualified at the time of appointment by personal attributes, education, training, and experience to manage the STW RPDB.

The Executive Director may be removed from office by a majority vote of the members at any regular meeting or special meeting of the Board called for that purpose.

**Section 2 – Other Staff**

All other staff members shall be appointed and can be removed by the Executive Director in accordance with the policies and procedures of the STW RPDB. The Executive Committee must be notified in a timely manner of all such actions.

**ARTICLE XI – FINANCES, CONTRACTS, AND POLICIES**

The Board shall adopt policies governing the supervision of the budget, expenditures, contract obligations, and the formula for determining the annual recommended amount of County contributions.

The Board shall review and adopt at an organization meeting held in September of each year an annual work plan and operating budget. Such documents must be presented to and be approved by the Executive Committee prior to the first day of each year.

Except as otherwise required by law or provided for by the Board, all contracts, which are consistent with the purpose, program, policies, financial resources, annual work plan and operating budget of the STW RPDB, may be executed on behalf of the STW RPDB by the Chairperson or Executive Director. All such action is subject to the review and approval of the Board.

In accordance with the policies of the STW RPDB, the Board is authorized to select the banks and depositories it deems proper for the funds of the STW RPDB.

The Chairperson, Treasurer, and Executive Director shall be authorized to sign checks, drafts, or other orders for payment of money, acceptances, notes, or other evidences of indebtedness. Said authority shall be subject to the signature requirements adopted by the Board.

The Board shall review a current financial statement that lists the STW RPDB's assets, liabilities, revenues, expenses, and an accounts payable/ check register report.

The STW RPDB shall have a handbook, which outlines the policies, procedures, and employee practices of the organization. Said handbook is subject to review and approval by the Board.

The fiscal year of the STW RPDB shall be for a twelve-month period, which shall run from October through September of the subsequent calendar year.

**ARTICLE XII – OFFICE AND BOOKS**

The office of the STW RPDB shall be located at such place as the Board may from time to time determine. There shall be kept at the office correct books of account of the activities and transactions of the STW RPDB, including a copy of the joint county membership resolutions, a copy of these by-laws, minutes of all meetings of the Board and all other duly appointed committees thereof, financial and personnel records, audit reports, and a policy procedures personnel handbook.

**ARTICLE XIII – IDEMNIFICATION**

The STW RPDB shall save harmless and indemnify any person (or his or her estate) who serves or shall have served as a member, officer, or employee of the STW RPDB, or of a subsidiary of the STW RPDB, against financial loss or litigation expense incurred in connection with any claim, demand, suit, action, or proceeding, whether civil or criminal, or the defense thereof, and arising out of

(a) any transaction of the Board or of a subsidiary, or

(b) any act or failure to act by any such member, officer, or employee while engaged in the discharge of his or her duties on behalf of STW RPDB or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for STW RPDB employees or employees of a subsidiary of the STW RPDB.



In the event any such claim, demand, suit, action, or proceeding shall occur, such member, officer, or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interest of the STW RPDB or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Section 8 shall not enlarge or diminish the rights of any other party, and shall not impair, limit, or modify the rights and obligations of any insurer under any policy of insurance.

Except in a criminal proceeding, the foregoing shall be conditional on


- (a) the prompt delivery to the STW RPDB of a copy of the summons, complaint, process, notice, demand letter, or pleading commencing any such claim, demand, suit, action, or proceeding,
- (b) a contemporaneous offer to name counsel to the STW RPDB as counsel to the said member, officer, or employee in the defense of such claim, demand, suit, action, or proceeding, and
- (c) the full cooperation of the said member, officer, or employee, in the event the offer is accepted, in the making of such defense.

The provisions of Section 18 or any other provision of the NYS Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Board's members, officers, and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the NYS Public Officers Law or other such law(s), the provisions, which afford the greater protection to such members, officers, and employees, shall control.

#### ARTICLE XIV - AMENDMENTS

These By-Laws can be amended, on ten days notice of such amendment, at any regular or special meeting of the Board by a two-thirds vote, provided that the requested amendment(s) is presented by a member and has been reviewed by the Executive Committee.

Approved and adopted by the Southern Tier West RP&DB Board of Directors

  
Signature of Executive Director

8-29-22  
Date