

Warren County Board of Supervisors

RESOLUTION NO. 344 OF 2018

RESOLUTION INTRODUCED BY SUPERVISORS McDEVITT, BEATY, LEGGETT, BRAYMER, STROUGH, HOGAN, MAGOWAN, SIMPSON AND WILD

ACCEPTING AND APPROVING THE REVISED BYLAWS OF THE LAKE CHAMPLAIN-LAKE GEORGE REGIONAL PLANNING BOARD

WHEREAS, the Lake Champlain-Lake George Regional Planning Board has revised their bylaws as per the request of the five oversight Counties and has submitted them for approval, and

WHEREAS, the Economic Growth and Development Committee has reviewed the revised bylaws and does suggest approval of same, now, therefore, be it

RESOLVED, that the Warren County Board of Supervisors does hereby accept and approve the revised bylaws submitted by the Lake Champlain-Lake George Regional Planning Board, attached hereto as Schedule "A".

Schedule "A"



**BY-LAWS OF THE
LAKE CHAMPLAIN-LAKE GEORGE REGIONAL PLANNING BOARD**

The By-laws, as amended, were adopted by the Board on July 25, 2018

WHEREAS, the Lake Champlain-Lake George Regional Planning Board ("LCLGRP") was established in accordance with an agreement among the counties of Warren, Washington, Essex, Clinton and Hamilton (the "Counties") in 1967, as may have been amended, (the "5 County agreement") as a Regional Planning Board pursuant to New York General Municipal Law ("GML") Article 12-B, Section 329-h; and

WHEREAS, pursuant to GML §239-h(3)(g), the LCLGRP shall adopt by-laws governing its operations which shall be approved by the collaborating legislative bodies and shall keep a record of its resolutions, transactions, findings, and determinations, which record shall be a public record; and

WHEREAS, pursuant to GML § 239-h(3)(a), the LCLGRP shall be considered an agency of a political subdivision or municipality for purposes of section 103, 104 and Article 18 of the GML and Articles 6 and 7 of the Public Officers Law; and

WHEREAS, pursuant to and in accordance with the 5 County agreement and GML §239-h(3)(g), the LCLGRP hereby desires to adopt bylaws for the efficient and proper administration of its affairs; it is

THEREFORE, DULY RESOLVED that the LCLGRP hereby adopts the following By-laws:

ARTICLE I. NAME

The name of the organization shall be the Lake Champlain-Lake George Regional Planning Board.

ARTICLE II. PURPOSE, POWERS AND JURISDICTION

PURPOSE:

The Lake Champlain-Lake George Regional Planning Board was created in 1967 as a development organization operating in New York State under Article 12-B, Section 239-b of the General Municipal Law. The specific section governing operations is 239-h. The LCLGRP’s mission is to promote sustainable economic development that strengthens our communities, provides quality jobs and preserves the unique natural, historical and cultural characteristics of the region.

POWERS:

The LCLGRP shall have all the powers and shall conduct its affairs in accordance with the Provisions of Article 12-B of the New York State General Municipal Law, including amendments thereto.

JURISDICTION:

The Board shall have and exercise the powers, duties, and functions hereby conferred with respect to the area encompassing the participating Counties.

ARTICLE III. COUNTY MEMBERSHIP

The LCLGRP is one of nine regional planning and development organizations operating in New York State. The LCLGRP covers the five counties of Clinton, Essex, Hamilton, Warren, and Washington.

Each county has evidenced its membership in the LCLGRP by the adoption of the 5 County agreement. In addition, each county must make all necessary appointments to the Board of Directors and provide its respective share of funds for the annual operation of the LCLGRP as spelled out in the Memorandum of Agreement executed by the five participating counties.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. REPRESENTATION:

The LCLGRP shall be governed by a Board of Directors (Board). The number of directors constituting the entire Board shall be thirty (30). Each member-county shall appoint six directors to the Board. The Chairperson of the Board of Supervisors, the Chief Financial Officer and the Highway Superintendent of each member county shall be Ex-Officio members of the LCLGRP. Three additional directors shall be appointed by the Chairperson of the Board of Supervisors of each member county. Ex-Officio members are deliberative members of the board but are not voting members nor do they count towards a quorum.

SECTION 2. APPOINTMENTS:

All persons appointed to the Board (except ex-officio) shall be appointed by their respective county chair of the Board of Supervisors or chief elected officer (“Appointing Body”).

SECTION 3. TENURE:

The tenure of Ex-Officio Officers shall be consistent with their terms of office. The additional three (3) members shall be appointed to terms of three (3) years and staggered so that one director term shall expire each

RESOLUTION NO. 344 OF 2018

PAGE 4 OF 8

year. Reappointment by the Appointing Body shall therefore consist of the appointment of one director to the LCLGRP annually. Directors may serve more than one term. Initial appointments to the Board should be staggered on a three year basis so that one term expires every year.

SECTION 4. VACANCIES:

Any vacancy that occurs on the Board shall be filled by the respective county's Appointing Body.

SECTION 5. DESIGNEES:

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

SECTION 6. COMPENSATION:

No director shall receive a salary or compensation for their service, except that the Board may authorize reimbursement of a director's expenses if reasonably incurred on behalf of and for the benefit of the LCLGRP.

SECTION 7. REMOVAL:

Upon the majority vote of all directors of the Board, the Chairperson shall have the authority to request, and the respective county's Appointing Body shall have the power to remove for cause, any non-ex-officio director.

SECTION 8. VOTING RIGHTS:

At all meetings of the LCLGRP, each director with voting rights (15 total) who is properly appointed and present shall be entitled to cast one vote on each matter properly submitted to a vote of the Board. The affirmative vote of a majority of all directors of the LCLGRP who have voting rights shall be necessary for the adoption of any proposed action, resolution or for any business for which the LCLGRP was established. A director must attend the meeting in person or via video conference in order to vote. **Vote by proxy, unanimous written consent or teleconference is not permitted.**

SECTION 9. RESIGNATION:

A non-ex-officio director 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 V. OFFICERS

SECTION 1. OFFICERS:

The officers of the LCLGRP shall be a Chairperson, a Vice Chair, a Secretary and a Treasurer to be elected by the directors at the Annual Meeting. All officers must be members of the Board. The Chair and Vice Chair must be voting members of the Board of Directors. The Secretary and Treasurer may be an ex-officio member of the board. A maximum of two (2) officers may come from one county.

SECTION 2. DUTIES AND ATTENDANCE:

DUTIES:

The Chairperson shall call and preside at all meetings of the Board. He or she shall have the power to sign all necessary documents in the name of the LCLGRP, unless the Board shall specifically require additional signatures, and in general perform all duties incident to the office of Chair as may be prescribed by the Board from time to time. The Chairperson can appoint directors to the committees.

RESOLUTION NO. 344 OF 2018

PAGE 5 OF 8

A Vice-Chair so designated by the Board, shall perform the duties of the Chair in case of the Chairperson's absence and shall perform such other duties as the Board may prescribe from time to time.

The Secretary shall keep or cause to be kept by staff the minutes of all meetings of the Board in books to be kept for this purpose, serve or cause to be served by staff, all notices of the LCLGRP, and perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Board.

The Treasurer shall keep or cause to be kept by staff complete and accurate accounts of receipts and disbursements of the LCLGRP and shall deposit or cause to be deposited all moneys and other valuable effects of the LCLGRP in the name and to the credit of the LCLGRP in such banks and depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of the accounts. He or she shall at all reasonable times and with adequate notice exhibit or cause to be exhibited by staff the books and accounts of the LCLGRP to any officer or director, and shall perform all duties incident to the office of the Treasurer, and such other duties as may be assigned by the Board.

The Treasurer shall present to the Board or cause to be presented by staff on an annual basis an audit report showing in detail the assets, liabilities, revenue, and expenses of the LCLGRP for a twelve month period that covers the prior fiscal year. Such report must be presented to the Board within six months of the completion of the fiscal year. The report must be filed with the minutes of the Board meeting.

The Treasurer also shall ensure that quarterly financial reports shall be submitted to the Board of Directors on a timely basis. Copies of any other required financial reporting documents shall be provided on a timely basis.

In addition to any report required herein or otherwise, the Board shall submit an annual report prepared by a certified public accountant to the legislative bodies of the member counties and to the NYS Comptroller pursuant to and in accordance with GML Section 239-h(5).

ATTENDANCE:

Appointed directors and officers:

Should any director or officer appointed to the LCLGRP fail to attend any regular meeting of said LCLGRP, or Committees thereof, for three consecutive times and fail to explain his or her absence in writing addressed to the Chairman, immediate notice thereof shall be given to his or her respective County Board of Supervisors by the Secretary with the recommendation of removal from the Board by the respective Appointing Body.

Ex-Officio members:

Should any of the ex-officio members serving on the LCLGRP be unable to attend any of the meetings, or committees thereof, immediate notice thereof shall be given by the ex-officio member to his or her deputy. The deputy officer so notified shall attend the meeting of the LCLGRP, or Committees thereof, and shall act as the ex-officio member for said meetings.

SECTION 3. ELECTION:

The election of officers shall be conducted by a vote of the voting directors of the Board at the annual meeting. The officers shall be elected for one year terms and serve at the pleasure of the Board.

Each officer shall continue in office until his or her successor shall have been elected at the annual meeting, or until his or her death, resignation or removal. Any officer may be removed, with or without cause, by a vote of the majority of the Board.

SECTION 4. VACANCIES:

Any officer may resign at any time by notifying the directors in writing. In the event of a vacancy in the Office

RESOLUTION NO. 344 OF 2018

PAGE 6 OF 8

of the Chair, the Vice Chair shall preside at the next Board meeting, at which time an election shall be held to fill the unexpired term of the office. 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.

ARTICLE VI. MEETINGS

SECTION 1. REGULAR:

Regular meetings of the Board shall be held on a bi-monthly basis, unless otherwise ordered by the Chairperson, at a place designated by the Chairperson.

SECTION 2. ANNUAL:

An annual meeting of the Board shall be held the second Tuesday of January each year.

SECTION 3. SPECIAL:

Special meetings of the Board may be called with five days' notice and be held by order of the Chairperson, Vice Chair, Executive Director, or on request of three (3) of the directors.

SECTION 4. NOTICE OF MEETINGS:

Notice of each regular and annual meeting, and minutes from the previous meeting, must be mailed or provided electronically ten days prior to the meeting. All scheduled meetings will be posted on the LCLGRPB web site.

SECTION 5. QUORUM:

At all meetings of the LCLGRPB, a quorum shall consist of a majority of the voting directors (8 total) of the Board. A quorum must be present for the transaction of any business and for the exercise of any power or function of the Board. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting and set a special meeting if needed at a subsequent date. A director must attend the meeting in person or via video conference in order to vote. **Vote by proxy, unanimous written consent or teleconference is not permitted.**

SECTION 6. MANNER OF ACTING:

The affirmative vote of a majority of all voting directors (8 total) present at a meeting at which a quorum is present, shall be necessary for the adoption of any proposed action, resolution or any business thereof unless a greater proportion is required by law or by these by-laws.

SECTION 7. RULES OF PROCEDURE:

Unless otherwise specified, Robert's Rules of Order shall govern the proceedings at all meetings of the Board, or committees. All meetings are subject to and shall be in compliance with the Open Meetings Law contained in Article 7 of the New York Public Officers Law ("POL") and shall be open to the general public except when such meetings are voted into executive session by a majority of all voting directors pursuant to and in accordance with POL Section 105.

SECTION 8. PROXIES:

No proxies shall be permitted at any meeting.

ARTICLE VII. COMMITTEES

The Board may appoint committees of any number with such authority as shall be designated by the Board; however, no Committee shall take financial authority unless specifically authorized by the Board.

Executive Committee:

The officers and one additional at large member elected by the Board shall compose a standing committee

RESOLUTION NO. 344 OF 2018

PAGE 7 OF 8

consisting of five (5) directors called the Executive Committee. The Executive Committee shall act at the direction of the Board. The Board may modify the powers of the Executive Committee by resolution.

The Executive Committee shall not have the authority to amend, alter, or repeal the by-laws, elect, appoint or remove any director, officer, or the executive director of the LCLGRP, alter or repeal any resolution of the Board, or authorize the dissolution of the LCLGRP

The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board, or any individual director, of any responsibility imposed upon it or them by law.

Loan Committee:

The Board may appoint a Loan Committee who shall operate in the manner adopted by the Board with policies or by-laws governing the conduct and authority of the Loan Committee.

ARTICLE VIII. STAFF

SECTION 1. EXECUTIVE DIRECTOR:

The LGLCRPB shall be managed by an Executive Director with such title as appropriate under civil service rules, who shall serve as the chief operating and financial manager of the organization and attend all Board meetings.

ARTICLE IX. FINANCES, CONTRACTS, AND POLICIES

The Board shall review and adopt at an annual organizational meeting, an annual work plan and operating budget.

Except as otherwise required by law or provided for by the Board, all contracts, which are consistent with the purpose, program, policies, and financial resources of the LCLGRP, may be executed on behalf of the LCLGRP 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 LCLGRP, the Board is authorized to select the banks and depositories it deems proper for the funds of the LCLGRP.

The Executive Director, Chairperson, Vice Chair, Secretary or Treasurer 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. Two of the five officers named above signatures are required on every check.

At every meeting, the Board shall review a current financial statement that lists the LCLGRP's assets, liabilities, revenues, expenses, and accounts payable/check register report.

The LCLGRP 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 LCLGRP shall be for a twelve-month period, which shall run from January through December of each calendar year.

ARTICLE X. OFFICE AND BOOKS

The office of the LCLGRP shall be located at such place as the Board may from time to time determine.

ARTICLE XI. DEFENSE AND INDEMNIFICATION

The LCLGRP shall provide for the defense of each member, director, officer and employee (collectively "Employee") in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while the Employee was acting within the scope of his or her official capacity. This duty to provide for a defense shall not arise where such civil action or proceeding is brought by or at the behest of the LCLGRP. The LCLGRP shall also indemnify and save harmless its Employees in the amount of any judgment obtained against such Employee in a state or federal court, or in the amount of any settlement of a claim, provided that the act or omission from which the judgment or claim arose occurred while the Employee was acting within the scope of his or her duties and also provided that in the case of settlement, the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement by the Board. The duty to indemnify and save harmless as set forth herein shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of such Employee.

Article XII. CONFLICTS OF INTEREST

Every member, director, officer and employee of the LCLGRP is subject to the conflict of interest provisions contained in Article 18 of the GML.

Article XIII. NOTICES

Any notice required or provided for in these Bylaws shall be made in writing and sent by mail, electronic mail or facsimile to the last known address on record of the LCLGRP. Attendance at a meeting shall confirm receipt of proper notice.

Article XIV. RECORDS

All records of the LCLGRP are subject to public disclosure in accordance with the Freedom of Information Law contained in Article 6 of the POL.

Article XV. PROCUREMENTS

Procurements of the LCLGRP are subject to the competitive bidding requirements of GML Sections 103 and 104.

ARTICLE XVI. AMENDMENTS

These By-Laws can be amended, on ten days given notice of such amendment, at any regular or special meeting of the Board by a two-thirds vote of eligible voting members, provided that the requested amendment(s) is presented by a director and has been reviewed by the Board. All amendments must be approved by the five County governing boards.