

BY-LAWS

DUTCHESS COUNTY RESOURCE RECOVERY AGENCY

ARTICLE I

THE AGENCY

SECTION 1: Name of the Agency. The name of the agency is Dutchess County Resource Recovery Agency.

SECTION 2: Seal of the Agency. The seal of the agency shall be in form as follows:

SEAL

It shall be in the form of a circle and bear the full name of the corporation and the year of its incorporation.

SECTION 3. Office of the Agency. The office of the Agency shall be located at 41 Sand Dock Road, Town of Poughkeepsie, Dutchess County, New York, and at such other place or places as the Agency may designate by resolution.

SECTION 4. Membership of the Agency. The Agency shall be comprised of seven (7) members of whom three (3) shall be appointed by the County Executive, three (3) shall be appointed by the County Legislature and one (1) shall be appointed jointly by the County Executive and the County Legislature for terms of three (3) years each. No person who has been appointed for two (2) consecutive terms should be appointed for a third term except after an interval of at least three (3) years. All members shall continue to hold office until their successors are appointed and qualify.

***** Designate terms of various members *****

SECTION 5. Resignation. Any member may resign at

any time by written notice to the Chairman or Secretary. Acceptance of such resignation shall not be required to make it effective, but it shall become effective at the date stated therein.

SECTION 6. General Powers of the Agency. Except as otherwise provided in the Dutchess County Resource Recovery Agency Act, the business of the Agency shall be managed under the direction of the Agency. The Agency may adopt rules and regulations that are not inconsistent with the provisions of the Dutchess County Resource Recovery Agency Act, By-Laws or applicable laws as it may deem proper for the conduct of its meetings and the management of the Agency.

ARTICLE II

OFFICERS

SECTION 1. The officers of the Agency shall be a Chairman, a Vice Chairman, a Treasurer, all of whom shall be members of the Agency and a Secretary who need not be a member of the Agency. Any two or more offices except the office of Chairman, Vice Chairman and Secretary, may be held by the same person. Such officers shall be appointed by the governing body of the Agency and shall serve at its pleasure. The governing body may also appoint such additional officers as it may deem necessary for the performance of the powers and duties of the Agency. Any officer appointed by the Agency may be removed by the Agency with or without cause.

SECTION 2. The Chairman. The Chairman, or in his absence, the Vice Chairman, shall act as Chairman at every meeting of the Agency and shall determine the order of business. The order of business to be followed at any meeting at which a quorum is present may be changed by the votes of the majority of votes cast at such meeting.

The Chairman shall execute all agreements, instruments, deeds and documents of the Agency except as otherwise authorized by resolution of the Agency. The Chairman shall submit to the Agency all proposals, information and recommendations as are necessary and proper for the conduct of the business and affairs of the Agency.

SECTION 3. Vice Chairman. The Vice Chairman shall

perform all of the duties and exercise all of the powers of the Chairman during the absence or disability-of the Chairman.

SECTION 4. Secretary. The Secretary shall keep the records of the Agency, shall act as Secretary at meetings of the Agency, record all votes, make and keep all records of all participation in meetings in person or by conference telephone or similar communication equipment. The Secretary shall keep a record of the proceedings of the Agency maintained in a journal maintained for such purpose. The Secretary shall keep in safe custody the seal of the Agency and shall have authority to affix such seal to all contracts, instruments and documents which the Agency shall authorize to be executed. The Secretary shall cause all notices of annual, regular and special meetings of the Agency to be duly given. In the absence of the Secretary from a meeting, the Chairman may appoint a person to act as Secretary of the meeting.

SECTION 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall be responsible for all funds, securities and notes of the Agency; receive and give receipts for monies due and payable to the Agency from any source whatsoever; deposit all such monies in the name of the Agency in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws; cause funds to be disbursed against proper vouchers by checks or drafts on the authorized depositories of the Agency signed in such manner as shall be determined in accordance with the provisions of the By-Laws and be responsible for the accuracy of the amounts of all monies so disbursed; regularly enter or cause to be entered in books kept by the Treasurer or under the Treasurer's direction, full and adequate account of all monies received or paid by him for the account of the Agency; have the right to require from time to time reports or statements giving such information as the Treasurer may find appropriate with respect to any and all financial transactions of the Agency from the officers or agents transacting the same; render to the Chairman or to the Board whenever the Chairman or the Board respectively shall require it, an account of the financial condition of the Agency and of all the Treasurer's transactions in such capacity; exhibit at all reasonable times, his books of account and any other records to any of the members upon application at the office of the Agency where such books and records are kept; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Agency or by its

Chairman. The Treasurer shall execute a bond, conditioned upon the faithful performance of the duties of his office, the amount and sufficiency of which shall be approved by the governing body and the premium therefor shall be paid by the Agency.

The Agency may on motion, at the request of the Treasurer, authorize the Treasurer to delegate the power to sign instruments for the payment or transfer of money, and to rescind such power.

SECTION 6. Additional Duties of Officers. 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 or be required by the Agency by the By-Laws of the Agency or by the rules and regulations of the Agency.

Section 7. Appointment of Officers. The officers of the Agency shall be appointed from the members of the Agency at an annual meeting by the majority of the members voting in person. All of the officers shall hold office for one (1) year or until a successor is appointed and qualified. Any officer may succeed himself, but no person may be an officer who is not a member, except the Secretary.

SECTION 8. Vacancies. The members of the Agency shall fill vacancies in any office for the unexpired term of such office by a vote of the majority of the members voting in person at the regular meeting next following the occurrence of such vacancy.

SECTION 9. Executive Director. The Agency shall appoint an Executive Director who shall have general supervision and management of the affairs and business of the Agency under the Agency's direction. The Executive Director shall attend all meetings of the Agency, shall report to the Agency the state of the affairs of the Agency and shall keep and maintain full and complete records of his transactions as such Executive Director and shall be charged with the management of all projects of the Agency.

SECTION 10. Additional Personnel. The Agency may employ such additional personnel and contract for such consultant services as it deems necessary to perform the business and affairs of the Agency and shall compensate such personnel and consultants in such amounts as it deems appropriate subject to the laws of the United States and of the

State of New York.

ARTICLE III

MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Agency shall be held on the first Monday of February in each year at the office of the Agency or on such other date in the month of January or February as may be determined by the Agency and designated in the Notice of Meeting.

SECTION 2. Regular Meetings. Regular meeting's of the Agency may be held at such times and places as from time to time the Agency may determine by motion.

SECTION 3. Special Meetings. The Chairman of the Agency may, when he deems it necessary and shall, upon the written request of two (2) members of the Agency, call a special meeting of the Agency for the purpose of transacting any business described in the notice of meeting. The notice of a special meeting shall be delivered to each member of the Agency in person not less than twenty-four (24) hours prior to the date and hour set for the meeting or may be mailed to the business or home address of each member of the Agency at least seventy-two (72) hours prior to the date and time of such special meeting. Members may, in lieu of such notice, sign and deliver to the Secretary waivers of such notice.

Every notice of special meeting shall state the time and place of the meeting, but need not state the purpose of the meeting, except to the extent required by law. If the notice is mailed, it shall be deemed given when deposited postage paid by first-class mail, in a post office or post office box maintained by the United States Postal Service.

SECTION 4. Adjourned Meeting. A majority of the members of the Agency present at any regular, special or adjourned meeting, whether or not a quorum present, may adjourn such meeting at a time and place. Notice of such adjourned meeting shall be given to every member, whether or not such member was present at the time of the adjournment. The Agency may transact any business at an adjourned meeting at which a quorum is present which it could have transacted at the meeting

which it adjourned.

SECTION 5. Waivers of Notice of Meeting. Notice of any meeting need not be given to any member who submits a waiver of such notice in writing before or after such meeting, or who attends such meeting, without protesting the sufficiency of notice, notwithstanding anything in these By-Laws or resolution duly adopted by the Agency to the contrary,

SECTION 6. Quorum. A majority of the members of the Agency shall constitute a quorum for the transaction of business or any specified item of business at any meeting of the Agency.

SECTION 7. Action by the Agency. Except as hereinafter provided, all Agency action shall be taken at a meeting of the Agency. Such action may be taken by motion except that all contracts or orders for work, materials or supplies performed or furnished in connection with construction, shall be awarded by the Agency pursuant to resolution and compliance with General Municipal Law Section 120-w, Subdivision Four (e) and Subdivision Seven.

The vote of a majority of the members shall be required for the adoption of an action by the Agency.

All resolutions shall be in writing and shall be attached permanently to the journal of proceedings of the Agency.

SECTION 8. The meetings of the Agency shall be open meetings as provided and described in Section 103 of the General Municipal Law and shall be held pursuant to the notice provided by Section 104 of said law. The conduct of such meetings and of the executive sessions thereof, shall be in accordance with the provisions of the Open Meetings Law.

Section 9. Participation in Meetings by Electronic Means. Any member of the Agency may participate in a meeting of the Agency by means of a conference telephone or by similar and equivalent means of communication which enables all of the members to participate. In such case, the Secretary shall provide and maintain a transcription of such participation wherein each person who communicates by electronic means is clearly identified and whose communication is preserved in the

minutes of the Agency. Participation by such means shall, however, not include voting or constitute presence for purposes of having a quorum.

SECTION 10. Order of Business. The following order of business shall be observed at regular meetings of the Agency:

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 Committee.
6. Unfinished business.
7. New business.
8. Adjournment.

SECTION 11. Voting. Voting upon the appointment of officers and upon all other actions and questions shall be conducted by roll call. The votes shall be entered upon the minutes of the meeting. At least four (4) affirmative votes shall be required to adopt a resolution.

ARTICLE IV

SECTION 1. Amendments. These By-Laws may be amended by the affirmative votes of not less than a majority of all of the members of the Agency at a regular or special meeting. No such amendment may be adopted until not less than seven (7) days notice thereof has been given to each member of the Agency in writing.