

BYLAWS OF

CAPITAL DISTRICT REGIONAL PLANNING COMMISSION

The Bylaws, as amended, were adopted by the Board on January 17, 2018

WHEREAS, the Capital District Regional Planning Commission (the “Commission”) was established in accordance with an agreement among the counties of Albany, Rensselaer, Saratoga and Schenectady (the “Counties”) dated August of 1967, as amended, (the “4 County Agreement”) as a Regional Planning Commission pursuant to New York General Municipal Law (“GML”) §239-h; and

WHEREAS, pursuant to GML §239-h(3)(g), the Commission 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 Commission 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 4 County Agreement and GML §239-h(3)(g), the Commission hereby desires to adopt bylaws for the efficient and proper administration of its affairs; it is

THEREFORE, DULY RESOLVED that the Commission hereby adopts the following Bylaws:

MEETINGS

Section 1. Regular Meetings:

Regular meetings of the Commission shall be held once every two months at a time and place designated by the Commission. At such meetings there shall be considered any and every matter properly brought to the attention of the Commission without the necessity of prior notice, thereof, given to any members. Regular meetings may be omitted by the Chair for due cause and with notice to members.

Section 2. Special Meetings

Special meetings of the Commission may be called by either the Commission Chairman, by written request of at least 50 per cent of the Commission members or by unanimous request of the Commission members of any county. Written notice hereof shall be mailed to the last known address of Commission members not less than five days in advance setting forth the purpose of the meeting.

Section 3. Quorum

At any meeting of the Commission, a quorum shall consist of a majority of all the members of the Commission, provided that each County comprising the Commission has a representative at said meeting. No action shall be taken in the absence of a quorum, except that those members present shall be entitled to call a Special Meeting at a subsequent date. A member must attend the meeting in person or via video conference in order to count for quorum purposes.

Section 4. Voting

At all meetings of the Commission each member properly appointed and attending shall be entitled to cast one vote. A majority vote of all the members of the Commission shall be necessary for the adoption of any proposed action, resolution or for any business for which the Commission was established. A member must attend the meeting in person or via video conference in order to vote.

Section 5. Proceedings

- A. At any regular meeting of the Commission, the following shall be the regular order of business:
 - 1. Establishment of quorum
 - 2. Minutes of the preceding meeting
 - 3. Communications
 - 4. Committee reports and old business
 - 5. New Business
 - 6. Agenda for next succeeding meeting
 - 7. Adjournment
- B. A record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon of the Commission shall be duly entered in the minutes.

Section 6. Rules of Procedures

- A. All meetings of the Commission shall be conducted in accordance with Robert's Rules of Order, as revised.
- B. All meetings of the Commission are subject to 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 members of the Commission pursuant to and in accordance with POL §105.

OFFICERS, STAFF AND COMMITTEES

Section 7. Officers

- A. The Commission shall elect, from its membership, annually at the first meeting of each year a Chair, First Vice-Chair, Second Vice-Chair and a Secretary-Treasurer of the Commission, each to represent a different county.
- B. All officers shall be elected for one-year terms and shall hold office until their successors have been elected and qualified at the next annual meeting of the members.
- C. Any officer may resign at any time by notifying the members, the Chairperson or the Secretary-Treasurer of the Commission in writing. Such resignation shall take effect at the time specified and unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.
- D. The Commission may elect from its membership to fill the vacancy of any officer for the remaining terms.
- E. All officers shall automatically serve on the Administrative and Financial Committee of the Commission.

Section 8. Duties of Officers

Chair:

- a. To preside at meetings of the Commission.
- b. To call special meeting of the Commission in accordance with the Bylaws.
- c. To sign when necessary, together with the Secretary-Treasurer documents of the Commission in accordance with the requirement.
- d. To sign contracts or agreements in behalf of the Commission.
- e. To appoint such committees as the Commission may establish.
- f. To perform such additional duties and powers as the Commission shall delegate.

First Vice-Chair:

During the absence, disability or disqualification of the Chair, the First Vice-Chair shall exercise or perform all the duties and be subject to all the responsibilities of the Chair.

Second Vice-Chair:

During the absence, disability or disqualification of the First Vice-Chair, the Second Vice-Chair shall exercise or perform all the duties and be subject to all the responsibilities of the First Vice-Chair.

Secretary-Treasurer:

- a. To supervise the minutes of the meeting of the Commission as prepared by the staff.
- b. To supervise the custody of records of the Commission.
- c. To give or serve all notices required by law or by the Bylaws.
- d. To perform such other duties as the Commission may decide.
- e. To sign or endorse in the name of the Commission all checks, drafts, warrants and orders for the payment of money under the direction of the Commission.
- f. To present financial statements of the Commission, which statements shall be presented at regular meetings of the Commission.
- g. To supervise the custody of all financial records of the Commission.
- h. To perform such other duties as the Commission may decide.
- i. In accordance with the 4 County Agreement, the Secretary-Treasury shall execute an official undertaking conditioned for the faithful performance of duties in the manner provided in section 403 of the New York County Law.

Section 9. Executive Director and Staff

The Commission may employ an Executive Director and other employees. The Executive Director shall be the administrative head of the Commission staff and shall report to the Commission and serve at its pleasure. The Executive Director, or the designee, shall attend all meetings of the Commission and its special committees.

Section 10. Committees

The Commission may establish advisory committees to assist in carrying out the functions of the Commission.

MISCELLANEOUS

Section 11. Defense and Indemnification of Members, Directors, Officers and Employees

The Commission 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 Commission. The Commission 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; provided that in the case of a settlement, the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement by the Commission. Provided further, 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.

Section 12. Conflicts of Interest

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

Section 13. Notices

Any written request or notice as provided for in these Bylaws may also be made by electronic mail or by facsimile telecommunications to the last known electronic mail address or facsimile number of the recipient.

Section 14. Records

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

Section 15. Reporting

In addition to any report required by the 4 County Agreement, the Commission shall submit an annual report prepared by a certified public accountant to the legislative bodies of the Counties and to the NYS Comptroller pursuant to and accordance with GML §239-h(5).

Section 16. Procurement

Procurements of the Commission are subject to the competitive bidding requirements of GML §§103 and 104.

Section 17. Bylaws Amendment

The Bylaws of the Commission may be amended by two-thirds of the members present at any meeting of the Commission provided that notice of the said proposed amendments are given to each member in writing at least five days prior to said meeting.