

BY-LAWS OF THE BINGHAMTON-JOHNSON CITY JOINT SEWAGE BOARD

Adopted: August 6, 1968
as Amended through: December 29, 2022

ARTICLE I – THE BOARD

1. The name of the Board shall henceforth be known as the Binghamton-Johnson City Joint Sewage Board.
2. The Seal of the Agency shall consist of both the Seal of the City of Binghamton and the Seal of the Village of Johnson City.
3. The Office of the Board shall be at the business office of the Binghamton-Johnson City Joint Sewage Treatment Plant or at such other place designated by the Board.

ARTICLE II – FISCAL YEAR

1. The fiscal year shall commence on January 1 and terminate December 31.

ARTICLE III – MEMBERSHIP

1. The Board shall consist of six members, three appointed by the Mayor of the City of Binghamton and three appointed by the Mayor of the Village of Johnson City.
2. Members appointed on or after September 1, 2009 shall be residents of Broome County.
3. Upon creation of the Board, the Mayor of each Owner municipality duly appointed one member for a three year term, one member for a two year term, and one member for a one year term.
4. Upon the occurrence of a vacancy before the end of a member's term due to resignation or death of the member, or otherwise, the Mayor of the appointing municipality shall appoint a successor to serve the remainder of the former member's term.
5. Upon the expiration of the term of office of a member, the Mayor of the appointing municipality shall appoint a successor to a three year term. Nothing in the foregoing shall preclude the reappointment of any existing or former member.

ARTICLE IV – OFFICERS

1. The officers of the Board shall be a Chairman, Vice-Chairman, and Secretary.

2. Chairman. The Board shall elect one of its members as Chairman. The Chairman shall preside at all meetings of the Board and shall perform those duties entrusted by the Board for its proper functioning. Through December 31, 2010, the term of Chairman shall be one fiscal year. In the event the Board shall not have elected both a successor Chairman and a successor Vice-Chairman, then provided he or she remains a member, the Chairman whose term has just ended shall continue to serve as Chairman *Pro Tem* pending election of a successor Chairman. As of January 1, 2011, the Board shall elect a successor Chairman to serve through March 31, 2011. Thereafter, the term of the Chairman shall be one year beginning April 1st and ending the following March 31st. Nothing in the foregoing shall preclude the election or re-election by the Board of any existing or former officer who is then a Board member.

3. Vice-Chairman. The Board shall elect one of its members Vice-Chairman who shall perform the duties of the Chairman in his absence or in the event of his or her incapacitation or resignation. The Vice-Chairman shall be the Chairman of the Operations Committee and shall perform such other duties entrusted by the Chairman to assist in the Board's proper functioning. Through December 31, 2010, the term of Vice-Chairman shall be one fiscal year. In the event the Board shall not have elected a successor Vice-Chairman, then provided he or she remains a member, the Vice-Chairman whose term has just ended shall continue to serve as Vice-Chairman *Pro Tem* pending election of a successor Vice-Chairman. As of January 1, 2011, the Board shall elect a successor Vice-Chairman to serve through March 31, 2011. Thereafter, the term of the Vice-Chairman shall be one year beginning April 1st and ending the following March 31st. Nothing in the foregoing shall preclude the election or re-election by the Board of any existing or former officer who is then a Board member.

4. Secretary. The Board shall elect or employ a Secretary who shall have the duty to certify as to the correctness of copies of the Minutes of the meetings, among other things. The Secretary shall send the Minutes together with proper notification of the time and place of the next scheduled meeting to all members of the Board at least five business days prior to the meeting.

5. Simultaneous Vacancy in the Offices of Chairman and Vice-Chairman. In the event of vacancies in both the office of Chairman and the office of Vice-Chairman, the member of the Board whose then-continuous service as a member is the longest shall serve as Chairman *Pro Tem* pending election of a successor Chairman or Vice-Chairman.

ARTICLE V – FISCAL OFFICER

1. The Fiscal Officer of the Board shall be Comptroller of the City of Binghamton. In the event that the Village of Johnson City becomes a City and establishes the Office of Comptroller, or in the event that the Village of Johnson City, while remaining a Village, establishes the office of Comptroller, the office of Fiscal Officer shall change from year to year and shall alternate between the Comptroller of the City of Binghamton and the Comp-

troller of the City or Village of Johnson City.

2. The Fiscal Officer shall have the responsibility of signing all the checks of the Board. The Deputy Comptroller shall have the authority to sign checks in the absence of the Comptroller.

3. The Fiscal Officer in conjunction with the Finance Committee shall compute the total amount of the Budget. The Board shall adopt its Budget at its August meeting. The Fiscal Officer shall file his warrant with the Clerk of each Owner municipality on or before December 1 of the year preceding the fiscal year of the Board. Such warrant shall indicate the total assessment to be paid by the Party and the amount of each of the four quarterly installments.

ARTICLE VI – MEETINGS

1. Unless otherwise agreed by the Board, regular meetings shall be called on the second Tuesday of every month, and special meetings shall be called upon five calendar days advance written notice at such other times as the Chairman shall deem necessary. Two members of the Board may request the Chairman to call a special meeting by directing a written request for such special meeting to the Chairman. Upon receipt of such written request the Chairman shall call said special meeting within five days of receipt of such written request by issuing not less than five calendar days advance written notice of the special meeting. In the event of an emergency affecting the Joint Sewage Project, the Chairman may call an emergency meeting upon 24 hours advance notice, including verbal/telephonic notice in the event notice by written means is not possible due to the nature of the emergency. For the purpose of these Bylaws, electronic mail shall be considered written notice. By written waiver of notice subscribed by all members, special meetings and emergency meetings may be conducted upon such lesser notice as the Board shall agree, provided the formalities of the New York *Open Meetings Law* are complied with.

2. Four members of the Board shall constitute a quorum for the transaction of business at any meeting.

3. **Meeting Places.** The meeting place for Board meetings shall be the business office of the Binghamton-Johnson City Joint Sewage Treatment Plant, 4480 Vestal Road, Vestal New York, except that a different meeting place or additional meeting places may be selected: i) by the Board, for ensuing regular, special or emergency meetings; and ii) by the Chairman, upon calling a special or emergency meeting, unless the Board, at a meeting thereof, has scheduled the special or emergency meeting. All meeting places for Board meetings shall be open to the public during Board meetings.

a. **Videoconference Link of Multiple Designated Meeting Places.** If Board meetings are simultaneously conducted from more than one designated location, the meeting shall be conducted by videoconference technology so long as a quorum of the Board is present at the designated meeting places. If the designated meeting places cannot be linked by

videoconferencing technology, or if the videoconferencing link is broken during the course of a Board meeting, the meeting shall proceed only at a designated meeting place where a quorum is physically present, until such time as the videoconferencing link is established or re-established.

b. Members to be Physically Present Absent Extraordinary Circumstances. In order to participate as a member during a Board meeting, a member shall be physically present at one of the designated meeting places, unless such member is unable to be physically present at any designated meeting place due to extraordinary circumstances such as disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes a member's physical attendance at such a meeting place, in which case the member may participate via videoconferencing from a location other than a designated meeting place, as set forth herein. A member's written request to participate via videoconference from a location other than a designated meeting place, due to extraordinary circumstances, shall be delivered to the Board Chairman and the Board's Secretary as soon as reasonably practicable.

c. Legal Notice Requirements. If videoconferencing is to be used to conduct a meeting, the Board's Secretary will issue a public notice informing the public: i) that videoconferencing will be used, ii) identifying the physical locations for the meeting, where the public can attend in person; iii) where the public can view and/or participate in such meeting via videoconference, iv) where required documents and records will be posted or available, and v) if any Board member(s) will be attending virtually from a location other than a designated meeting place, the identity of said Board member(s) and the address(es) that such member(s) will be attending from, pursuant to *Public Officers Law* §103-a, in order to establish a quorum with all members having legal voting rights during the meeting.

d. Physical Location - Quorum for Videoconferencing. The Board may, in its discretion, use videoconferencing to conduct its meetings, provided that a quorum of members is physically present to fulfill the public body's quorum requirement in the same physical location or locations where the public can physically attend, as identified in the Legal Notice, and all other requirements set forth herein have been met.

e. Members Viewable and Audible. Except during an executive session, all Board members physically present at a designated meeting place and all members participating by videoconference from a location other than a designated meeting place must be heard, seen and identified while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon.

f. Public Participation in Videoconference. If videoconferencing is used to conduct a meeting, the Board shall provide the opportunity for members of the public to view such meeting via video, and to participate in proceedings via videoconference in real time where public comment or participation is authorized, including that the videoconferencing authorizes the same (except in the case of executive sessions).

g. **Minutes.** Minutes of any meetings which involve videoconferencing shall identify:
i) the members who appeared in person at a designated meeting place, together with the location of designated meeting place where each such member appeared in person, and ii) the members who participated remotely. Said minutes shall be made available to the public pursuant to the NY *Open Meetings Law*.

h. **Recordings and Transcription.** Each meeting conducted using videoconferencing shall be recorded and such recordings posted or linked on the Board's website within five (5) business days following the meeting, and shall remain so available for a minimum of five (5) years thereafter. Such recordings shall be transcribed upon written request.

i. **Committees.** The rules herein stated for videoconferencing of Board meetings may apply equally to meetings of committees of the Board.

j. **State of Emergency.** The in-person participation requirements of this Section 3 shall not apply during a state disaster emergency declared by the governor pursuant to Section 26 of the *Executive Law*, or a local state of emergency proclaimed by the chief executive of a county, city, village or town pursuant to Section 24 of the *Executive Law*, if the Board determines that the circumstances necessitating the emergency declaration would affect or impair the ability of the Board to hold an in-person meeting.

k. **Policy on Website.** This policy shall be posted on the Board's website.

4. The following shall be the order of business at regular meetings of the Board:

1. Roll call and/or Call to Order.
2. Opening of the meeting by the Chairman; acknowledgement of quorum; announcements.
3. Approval of the Minutes of the previous meeting(s).
4. Fiscal Officer's Report.
5. Approval of Claims.
6. Financial, Contractual and Procurement Matters.
7. Report of the Chief Operator of the Sewage Treatment Plant.
8. Correspondence.
9. Reports of Committees.
10. Unfinished and/or Old business.

11. Privilege of the Floor.
12. New business.
13. Executive Session (when necessary)
14. Set Time and Place for Next Meeting
15. Adjournment.

5. By vote of at least 4 members of the Board present, the specified agenda or order of business may be suspended, rearranged, or matters may be considered and acted-upon out-of-turn or in a different sequence.

6. The wording of any proposed new or amended Board policy shall be furnished to each Board member in writing not less than seven full calendar days prior to the meeting at which the motion to adopt the same is to be voted-on except that, by written waiver signed by all Board members prior to such vote, a motion to amend or adopt a Board policy may be acted-on upon such lesser notice as the Board shall agree to in such waiver.

7. Hold Over. Every matter which is first presented to the Board for a vote, following both a motion for action and a second thereof, shall be held over to the next Board meeting convened at least five (5) full business days thereafter, if so requested by two (2) or more Board members, provided such a request is made before a vote is taken on the underlying matter. The Chairman shall allow Board members a reasonable opportunity to request a holdover, before calling any matter for a vote. If, following holdover, the proposed action is substantially amended, as determined by the Chairman, the matter as amended may be held over in accordance herewith, but a vote to amend that the matter may not be held over.

8. Tabling. Before the Chairman calls for a vote on a matter for which a motion has been made and seconded, a Board member may make a motion to postpone the vote either: i) to a specified future meeting or, ii) indefinitely. The Chairman shall allow Board members a reasonable opportunity to make such a motion, before calling any matter to a vote. When seconded and approved by at least four (4) Board members, no further discussion and no vote on the underlying matter shall occur until the future meeting specified in the motion or, in the case no future meeting is specified, then at a future meeting upon the approval of at least four (4) Board members, following a motion and a second, to resume consideration thereof.

ARTICLE VII – STANDING COMMITTEES

1. The Chairman shall be responsible to appoint committees, including the standing committees described below, which shall consist of at least one member of the Board from each Owner municipality. Additionally, any member may join one or more committees on a

voluntary basis. The Chairman or the Board may assign additional responsibilities and projects to committees in supplement to those stated below. Committees shall periodically report to the Board regarding their projects and activities.

2. **Finance:** The Finance Committee shall have as its responsibility the coordination of the development and review of budgets, establishment of rates, oversee the general accounting function of the Board's operations, oversee the Board's Procurement Policy (including competitive bidding), liaison with the Board's Fiscal Officer, review monthly bills for validity and proper form prior to meeting date, ensure balance of budget lines and appropriate classification of charges, assist in coordination for audits of Board finances, coordinate for procurement of insurance of all types.

3. **Operations:** The Operations Committee shall have as its responsibility the review of operations, including operating procedures and compliance with SPDES permit, etc., review Plant safety program, oversee the Industrial Wastewater Pretreatment Program, Fats, Oils and Greases ("FOG") education/reduction Program, Waste Haulers Program and Boat/RV Dumping Operations, evaluate equipment and processes, and oversee the Plant's Asset Management Program.

4. **Construction:** The Construction Committee shall have as its responsibility the duty of reviewing the progress of construction work, and shall recommend the approval of contractor's payments and connections required to serve outside users.

5. **Personnel:** The Personnel Committee shall have as its responsibility providing for periodic review of Plant personnel performance, wages, salaries and employee benefits, providing for Board representation on labor-management committees, overseeing Plant training programs (including safety training and loss prevention programs), and negotiation of contracts with labor organizations representing employees.

6. **Future Planning:** The Future Planning Committee shall have as its responsibility maintaining an awareness of regulatory changes, advances in technology, and the need for Plant modifications and/or upgrades, making recommendations to the Board as to such upgrades, searching-out potential grant funding sources; promoting awareness of Plant financial needs for both maintenance and capital projects, reviewing the Board's *Comprehensive Facility Plan* at least semi-annually and recommending updates, investigating potential sewer district expansions with Owners and Outside Users, and serving as Board's liaison on all coordinated environmental review applications.

7. **Ad-Hoc:** The Ad-Hoc Committee shall have as its responsibility special studies, monitoring Board Goals, overseeing the Board's media relations and public relations (including Plant/Board website), investigating and recommending potential alternative energy and sustainable engineering/technology projects, liaison with host town seeking to promote "good neighbor" relations, and the preparation/updating of a set of By-Laws to be reviewed and acted upon by the Board.

ARTICLE VIII – AMENDMENTS

1. The By-Laws of the Board shall be amended only with the approval of at least four of the active members who are present at a regular or at a special meeting. No such Amendment shall be adopted unless at least one week's notice has been previously given to all members of the Board.

ARTICLE IX – INCORPORATION OF DUTIES AND LIMITATIONS OF THE BOARD SET FORTH IN THE INTERMUNICIPAL AGREEMENTS; SAVINGS CLAUSE

1. All other duties of the Board and the Board's limitations as defined in Agreements Numbers I, II and III and any subsequent Agreements of the Binghamton-Johnson City Joint Sewage Project are hereby incorporated herein.

2. If any provision of these By-Laws should be found to be in conflict with the aforesaid Agreements, such provision shall be null and void and the remaining provisions of these By-Laws shall remain in full force and effect.

ARTICLE X – AUDIT AND PAYMENT OF CLAIMS

1. The term “claim” as used in this Article shall include all bills, accounts and demands for the payment of money, of whatever nature, asserted against the Board.

2. All claims against the Board shall be in writing and in such form as the Fiscal Officer shall prescribe. Except as hereinafter provided, the Board shall review, approve, and request payment by the Fiscal Officer of all claims. If authority to review, approve, and request payment of a given claim or class of claims has been delegated in writing by resolution or policy of the Board, then except as hereinafter provided, the Board retains authority [i] to spot-check the review and approval of such delegated claims, [ii] to “check-off” the request for payment of approved claims in the MUNIS software system used for the Board’s accounting, and/or [iii] determine disposition in the event a claim is denied or remains undetermined for a period of more than 14 days after being presented for review. In accordance with Section A of Inter-Municipal Agreement No. IX, executed May 8, 2013, and Section 119-o of the New York General Municipal Law, the Fiscal Officer shall audit and issue payment of all approved claims for which payment is requested, subject to the provisions of Section D(2) of Inter-Municipal Agreement No. IX.

3. Fixed salaries and the compensation for services of employees regularly engaged by the Board at agreed wages by the hour, day, week, month or year, including payroll taxes, may be paid without prior audit and order of the Board. All payrolls shall be certified in writing as correct by the Superintendent. If the rules of the state Civil Service Commission, or the City of Binghamton Civil Service Commission, as the case may be, have been extended to apply to any such employees or officers, no claim for compensation shall be

paid unless the payroll or claim shall have been certified by such commission or personnel officer to the effect that the appointment or employment of such employees has been made in accordance with the Civil Service Law and Rules.

4. In accordance with Section A of Inter-Municipal Agreement No. IX, executed May 8, 2013, the Board may designate in writing the authority to approve and request payment of a given claim or class of claims by resolution or policy, provided that, no Board Member shall have authority to act autonomously with respect to the approval of claims and request for payment other than to “check-off” the request for payment of approved claims in the MUNIS software system used for the Board’s accounting and, further provided that, if a committee of the Board is designated for any such purpose[s], such committee shall act by its majority and shall be comprised of an equal number of Board Members [i] appointed by the Mayor of the City of Binghamton and [ii] appointed by the Mayor of the Village of Johnson City. For purposes of maintaining such equality, as well as for continuity of capacity to act in the event of absent committee members, the Board may appoint in writing stand-by or alternate members to serve on such committee.

5. If authority to review, approve, and request payment of a given claim or class of claims has been delegated in writing by resolution or policy of the Board (including the authority to “check-off” the request for payment of approved claims in the MUNIS software system used for the Board’s accounting), then the Board may also designate in writing by resolution or policy the authority [a] to spot-check the review and approval of such delegated claims and/or [b] to determine disposition in the event a claim is denied or remains undetermined for a period of more than 14 days after being presented for review, provided that – with respect to a given claim or set of claims – such functions shall be delegated to a person or persons other than the person[s] authorized to review, approve and request payment of such claim[s] (including the authority to “check-off” the request for payment of approved claims in the MUNIS software system used for the Board’s accounting), and further provided that, if a committee of the Board is designated for such purpose, the same provisions as stated in Section 4 shall apply to such committee’s composition and procedure for taking action.

6. A certificate of resolution and/or certificate of incumbency duly subscribed by the Board’s Secretary and attested by a Board officer shall be sufficient written evidence of designations made under this Article, an original of which shall be furnished to the Fiscal Officer as from time-to-time adopted, updated or amended.

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