

By-Laws of the Water Authority of North Shore

The Water Authority of North Shore was created by statute on February 1, 2022 and began operations on May 25, 2022 and has been in continuous existence as a corporate governmental agency constituting a public benefit corporation since its began its operations. The Water Authority of North Shore was created for the purposes and charged with the duties and has the powers provided in New York Public Authorities Law Article 5, Title 5-a. Section 1114-e(20) of the Public Authorities Law provides that the Authority shall have the power to make bylaws for the management and regulation of its affairs.

Article I

Authority Name, Purposes, Mission Statement

1. **Name of Authority.** The name of the Authority is the Water Authority of North Shore (the “Authority”).
2. **Purposes.** The powers, purposes and duties of the Authority are in all respects for the benefit of the people of the municipalities within the Authority’s district and the State of New York, for the improvement of their health, welfare and prosperity, and the said purposes are public purposes, and the Authority performs an essential governmental function in the exercise of its powers.
3. **Mission Statement.** “To ensure that people within the Authority’s district are provided the highest quality water at the lowest possible cost in an atmosphere of excellent customer service.”

Article II

Meetings

1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held for each calendar month at a date, time and place fixed by the Chairperson or by fifty-one percent of the total authorized voting strength of the Board of Directors.
2. **Special Meetings.** Special meetings of the Board of Directors may be held upon twenty-four hours’ notice to each Member. Notice may be oral, written, or by electronic means. Special Meetings may be called by the Chairperson or by fifty-one percent of the total authorized voting strength of the Board of Directors.
3. **Matters for Consideration.** Regular and special meetings shall be open for consideration of any matter that is properly brought to the attention of the Authority.
4. **Quorum.** Four Members of the Board of Directors, who together are authorized to

cast a majority of the weighted vote, shall constitute a quorum at any meeting duly called and held.

Article III Members of the Authority

1. Number of Members, Residency. The Authority shall consist of six Members all of whom shall be residents of the Authority's district.

2. Appointing Body, Term. The governing boards of the Villages of Old Brookville, Sea Cliff, Roslyn Harbor and the City of Glen Cove shall each appoint one Member. The governing board of the Town of Oyster Bay shall appoint two Members representing the residents of the unincorporated hamlets of Glen Head and Glenwood Landing. Each Member shall serve for a period of two years.

3. Vacancies. Vacancies in the membership of the Board of Directors shall be filled by the appointing governing board of the Member who vacates their position.

4. Voting Strength. No action shall be taken by the Authority except pursuant to the favorable vote of fifty-one percent of the total authorized voting strength of the Board of Directors. The number of weighted votes possessed by each Member shall be determined in accordance with Public Authorities Law § 1114-d(5).

5. Powers. The powers of the Authority shall be vested in and shall be exercised by the Board of Directors at a meeting duly called and held. The Members shall have all those powers set forth in Public Authorities Law Article 5, Title 5-a and such other laws of the State of New York. The Board of Directors may delegate to one or more of its Members, or to one or more of the officers, agents or employees of the Authority, such powers and duties as it may deem proper.

6. Duties. Members of the Authority shall:

(a) execute direct oversight of the Authority's Chairperson and other officers and management employees in the effective and ethical management of the Authority;

(b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;

(c) establish policies and procedures regarding the property and employees of the Authority as required by law;

(d) perform each of their duties in good faith and with the degree of diligence, care and skill that an ordinarily prudent person in like position would use under similar circumstances, and apply independent judgment in the best interest of the Authority, its mission and the public; and

(e) execute an oath of office as required by law.

ARTICLE IV
Committees

1. Audit Committee. The Audit Committee shall be comprised of not less than three Members of the Board of Directors. Members of the Audit Committee shall be appointed by and serve at the pleasure of the Board of Directors. The Audit Committee shall recommend to the Board of Directors the hiring of a certified independent accounting firm for the Authority and the compensation such firm shall be paid, and it shall provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose.

2. Governance Committee. The Governance Committee shall be comprised of not less than three Members of the Board of Directors. Members of the Governance Committee shall be appointed by and serve at the pleasure of the Board of Directors. The Governance Committee shall keep the Board of Directors informed of current best governance practices, review corporate governance trends, recommend updates to the Authority’s corporate governance principals, advise the appointing bodies on the skills and experiences required of potential board members, examine ethical and conflict of interest issues, perform board self-evaluations, and recommend by-laws which include rules and procedures for conduct of Board of Director business.

3. Finance Committee. The Finance Committee shall be comprised of not less than three Members of the Board of Directors. Members of the Finance Committee shall be appointed by and serve at the pleasure of the Board of Directors. The Finance Committee shall review proposals for the issuance of debt by the Authority and make recommendations with respect thereto.

ARTICLE V
Seal

1. The seal of the Authority shall be circular in form and shall bear the name of the Water Authority of North Shore and the year 2022.

I, Kimberly Kennedy, duly appointed and qualified Secretary of the Water Authority of North Shore do hereby certify that the foregoing is a true, correct and complete copy of the By-Laws of the Water Authority of North Shore, as adopted September __, 2022.

Witnesseth, my hand and seal this _____ day of September, 2022.
