

ORGANIZATIONAL BY-LAWS

of

ROCKLAND COUNTY SOLID WASTE MANAGEMENT AUTHORITY

ARTICLE I

THE AUTHORITY

Section 1.1 Name - The name of the Authority shall be the Rockland County Solid Waste Management Authority.

Section 1.2. Seal - The Seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 1.3 Office of the Authority - The Office of the Authority shall be located in the County of Rockland (the "County"), State of New York.

ARTICLE II

MEMBERS

Section 2.1. Governing Body - The governing body of the Authority shall be the members of the Authority (the "Members" or the "Members of the Authority").

Section 2.2. Membership - The Authority shall consist of seventeen Members. Eight Members shall be members of the County legislature, five Members of the Authority shall consist, ex officio, of the supervisors of the five towns in the County, two Members of the Authority shall be appointed by and shall serve at the pleasure of the County Executive of the County, and two members shall be the term of each mayor serving as a member of the authority shall coincide with such member's term of elective office, not to exceed two years. No such mayor shall be selected from a village that has failed to sign the intermunicipal recyclables management agreement, such mayor are to be selected from different towns with Rockland County, and for the purposes of

determining which town a mayor is determined to be from, if the jurisdiction of the municipality in which a mayor presided spans more than one town, that mayor shall not be restricted from appointment because one portion of his jurisdiction is coterminous with that of another mayor chosen as a member of the authority.

No person shall be both an appointed Member from the County Legislature and a town supervisor serving ex officio as a Member of the Authority.

Section 2.3. Legislative Members - Five of the eight legislative Members shall be appointed by the chairman of the County legislature and three shall be appointed by the minority leader of the County legislature, subject in each case to confirmation by a majority of the County legislature. [No such appointment shall be effective unless there shall be, among the legislative Members of the Authority, a resident of each of the five towns in the County.] Residency shall be determined as of the effective date of appointment, and subsequent changes in residency shall not effect the validity of the appointment or the authority of the legislature Member to serve in the Authority.

Section 2.4. Legislative Members – Terms and Vacancies -

Appointments of legislative Members of the Authority shall be for terms of two years. All legislative Members shall continue to hold office until their successors are appointed and qualify. Vacancies occurring otherwise than by expiration of term shall be filled in the same manner, respectively, for the un-expired term.

Section 2.5. Legislative Members - Removal - Members may be removed from office for the same reasons and in the same manner as provided by law for the removal of officers of the County.

Section 2.6. Legislative Members - Replacement - Appointments to fill expired and un-expired terms shall be made within sixty days upon receipt of notification by the chairman of the County legislature that a vacancy exists.

Section 2.7. Town Supervisor Members - The term of each town supervisor serving ex officio as a Member of the Authority shall coincide with such Member's term of elective office.

Section 2.7.1 Mayor Members - The term of each mayor serving as a Member of the Authority shall coincide with such Member's term of elective office, not to exceed two years.

Section 2.8. Removal of Members - Any Member of the Authority, whether appointed or serving ex officio, may be removed from office by a vote of ten Members of the Authority for gross neglect, of duty, misconduct, maladministration or malfeasance in office, including the unexcused failure to attend three consecutive regular meetings of the Authority

Section 2.9. Compensation - Each Member shall serve without compensation, but each shall be entitled to reimbursement of the Member's actual and necessary expenses incurred in connection with carrying out the purposes of the Authority.

ARTICLE III

OFFICERS

Section 3.1. Officers - The Officers of the Authority shall be a Chairman, Vice Chairman and a Treasurer who shall be Members of the Authority, and a Secretary who need not be a member of the Authority.

Section 3.2. Authorized Officer - The Chairman, Vice Chairman, Treasurer, Secretary or other Member of the Authority or any agent or employee of the Authority may be delegated authority to perform specific acts or duties by duly adopted resolution of the Authority.

Section 3.3. Nomination and Appointment - At the organizational meeting of the Authority, the Members of the Authority shall nominate and appoint the first Officers of the Authority, who shall serve until their successors are appointed and qualified at the first Annual

Meeting of the Authority. A nominating committee shall be selected by the Authority at its October meeting. Such committee shall render a report at the December meeting of the Authority and propose nominees for the officers to be elected at the next annual meeting of the Authority. The Officers of the Authority shall be nominated and appointed by the Members of the Authority at the Annual Meeting of the Authority and shall serve until their successors are appointed and qualified at the next Annual Meeting.

Section 3.4. Terms of Office and Vacancies - The Officers of the Authority shall serve one (1) year terms or until successors are appointed and qualified by the Members at the annual meeting of the authority. Except as provided in section 3.5, should any office become vacant, the Members of the Authority shall appoint a successor for the unexpired term of such office at the next regular meeting of the Authority or may do so at a special meeting called for that purpose.

Section 3.5. Removal of Officers - Any Officer may be removed from office at the pleasure of the members of the Authority at any regular or special meeting by the favorable vote of at least two-thirds of the Members of the Authority, provided, however, that at least fourteen (14) days actual written notice of such proposed action is given to all Members. A successor shall be appointed by the members at the regular or special meeting at which the officer was removed.

Section 3.6. Chairman - The Chairman shall preside at all meetings of the Authority and meetings of any executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio member of all Authority committees, and with respect to any actions of the Authority where a roll call vote is taken the Chairman shall be polled last.

Section 3.7. Vice Chairman - The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in the event of the resignation, end of

appointment or death of the Chairman, the Vice Chairman shall perform the duties of the Chairman until such time as the Authority shall elect a new Chairman.

Section 3.8. Treasurer - The Treasurer shall have the care and custody of all funds of the Authority and shall deposit same, in the name of the Authority, in such bank or banks as the Authority may select pursuant to Article VI Section 6.2 hereof. Except as otherwise authorized by resolution of the Authority, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and reimburse such Monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such instruments of indebtedness, orders, and checks need not be countersigned by the Chairman or Vice Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Authority at each regular meeting an account of his transactions and also of the financial condition of the Authority. The Treasurer shall direct the preparation of and submit annual audits and reports as provided by Article 8, Title 13-M, Section 2053-t of the Public Authorities Law of the State of New York. To the extent permitted by applicable law, the Authority may designate by resolution a person, including but not limited to, the Rockland County Department of Finance, to perform such duties listed above in this Section 3.8 on behalf of the Treasurer. The Treasurer shall give such bond for the faithful performance of such Officer's duties as the Authority may determine. Provisions for such bond shall be paid for by the Authority.

Section 3.9. Secretary - The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and maintain a record of all Authority proceedings in a journal of proceedings kept for such purpose, and shall perform all duties incident to such office, including preparation of all reports other than financial reports required by law or agreement to be regularly given. The Secretary shall have custody of the

Seal of the Authority and shall have the power to affix such Seal to all contracts and other instruments authorized to be executed by the Authority.

Section 3.10. Additional Duties - The officers of the Authority shall perform such other duties and functions as may from time-to-time be authorized by resolution of the Authority or be required by the By-laws of the Authority.

Section 3.11. Additional Personnel - The Authority may from time-to-time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, title 13-M, Section 2053-a et seq. of the Public Authorities Law of the State of New York, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Authority subject to the laws of the State of New York. Among such personnel there shall be appointed an executive director, a general, counsel and staff engineer of the Authority.

ARTICLE IV

MEETINGS

Section 4.1 Annual Meetings - The Annual Meeting of the Authority shall be held on the fourth Thursday in January, annually, at the regular meeting place of the Authority.

Section 4.2 Regular Meetings - Regular Meetings of the Authority shall be held once per month and may be held on the fourth Thursday of each month at 8:00 p.m. at the regular meeting place of the Authority, and at such other times and places as from time to time may be determined by resolution of the Authority, unless the Chairman, by written notice sent to all members in accordance with section 4.4, elects to cancel any single regular monthly meeting for lack of any business to be transacted or anticipated lack of a quorum.

Section 4.3 Special Meetings - When the Chairman deems it desirable such Officer may call a special meeting of the Authority. Upon the written request of two Members of the Authority, the Chairman shall call a special meeting of the Authority for the purpose of

transacting any business designated in the call. The call for a special meeting shall be delivered to each Member of the Authority personally or by facsimile or by telegram to the business or home address of each Member of the Authority at least two (2) calendar days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all the Members of the Authority are present at the special meeting, with or without notice thereof, any and all business may be transacted at such special meeting by the affirmative vote of two-thirds of the Members of the Authority.

Section 4.4 Notice - Notice of the time and place of each regular meeting of the Authority shall be given to each Member at their last known address (a) via the United States Postal Service at least four (4) calendar days before such meeting, or (b) via the Rockland County inter-office mail system at least four (4) calendar days before such meeting provided that the recipient is an employee or elected official of the County of Rockland, or (c) by personal delivery at least twenty-four (24) hours before such meeting, or (d) by facsimile transmission at least twenty-four (24) hours before such meeting, or (e) by telegram at least twenty-four (24) hours before such meeting. (e) overnight courier service. Notice by United States Postal Service shall be deemed to have been given when deposited in a post-office or official depository of the United States Postal Service, and addressed to such Member at the Members' address appearing on the records of the Authority. Notice by Rockland County Inter-Office Mail System shall be deemed to have been given when deposited with the employees of the County of Rockland employed for such purpose and addressed to the Member by name and title of office. Notice by personal delivery shall be deemed to have been given when personally delivered to the Member or delivered to a person of suitable age and discretion accepting delivery at the home or business address of such Member as appears on the records of the Authority. Notice by telegram shall be deemed to have been given when presented for transmission to the telegram company overnight courier

shall be deemed to have been given when delivered to or picked-up by overnight courier, as in the case of notices by United States Postal Service. Notices by facsimile shall be deemed to have been given when transmitted to the business or residence facsimile number appearing on the records of the Authority. Each member of the Authority may designate the manner, method and location where the Notice of Meeting shall be sent, by filing a written declaration thereof with the Secretary of the Authority. Except as otherwise provided in Article VII relating to the amendment of these Bylaws, Article III, Section 3.5 relating to the removal of Officers, and in Article IV, Section 4.3 relating to special meetings, such notice need not specify the matters to be considered at the meeting.

Section 4.5 Waiver of Notice - Notice of any meeting of the Authority need not be given to a Member if waived in writing by such Member either before or after such meeting. No notice need be given of any meeting if all the Members then in office shall be present thereat. Notice of an adjourned meeting need not be given to anyone present at the time of adjournment.

Section 4.6 Quorum - At all meetings of the Authority, nine Members of the Authority shall constitute a quorum for the purpose of transacting any business or the exercise of any power or function of the Members of the Authority and, except as otherwise provided in these By-laws or by any special or general law, no action shall be taken at any meeting of the Authority except by the favorable vote of at least a majority of the Members of the Authority.

Section 4.7. Order of Business - At a regular meeting of the Authority, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting
3. Reports of Officers

4. Staff Reports
5. Committee Reports and Resolutions
6. Unfinished Business
7. New Business
8. Program/Presentation
9. Adjournment

The foregoing Order of Business may be changed or modified at any regular meeting, by resolution of the Members made immediately following the roll call, or prior to such meeting by service upon each member of a written agenda with the notice of meeting provided in Section 4.4 of this Article.

Section 4.8 Manner of Voting - The voting on all questions coming, before the Authority shall be by voice vote or show of hands. When requested by a member or required by law and in the case of appointments, the vote shall be by roll call.

Section 4.9. Rules of Procedure - All meetings of the Authority shall be conducted in accordance with Robert's Rules of order, current edition.

ARTICLE V

GENERAL

Section 5.1 Resolutions - The Authority shall act by resolution of the Members of the Authority. The Authority may from time to time consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. All resolutions shall be oral or in writing, and presented or distributed or read to the Members present at the meeting where such resolution is considered, except for those resolutions made in accordance with Article 7 (Amendments to By-Laws) and Article 3 (Removal of Officers). All passed resolutions shall be copied in, or attached to, a journal of the proceedings of the Authority.

Section 5.2 Fiscal Year - The fiscal year of the Authority shall coincide with that of the County of Rockland, New York.

Section 5.3 Committees - The Authority may form, from time to time, such standing or special committees from its membership as it deems desirable to advise the Members on any matter incident to the functions of the Authority.

Section 5.4 Powers - The Authority shall do all things necessary or convenient to carry out its purposes and shall exercise the powers expressly given the Authority as set forth in Article 8, Title 13-M of the Public Authorities Law of the State of New York, being sections 2053-a through 2053-z of said law.

Section 5.5 Open Meetings Law - Meetings of the Authority are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.

Section 5.6. Designated Official Newspaper - The Authority may designate a newspaper of general circulation in the Rockland County area as its official newspaper, for the publication of legal notices, requests for proposals or bids, or other official Authority advertisements or publications.

ARTICLE VI

MISCELLANEOUS

Section 6.1. Indemnification - The Authority shall, to the fullest extent permitted by Article 2, Section 18 of the Public Officers Law of the State of New York and subject to the provisions thereof, indemnify any person made, or threatened to be made, a party to any action or proceeding, other than a criminal action, by reason of the fact that such person, his or her testator or intestate, was a member or an Officer or employee of the Authority or served at the request of the Authority, as a Member or an Officer or employee of the Authority or served at the request of the Authority, as a Member or an Officer or employee of any subsidiary of the Authority, against judgments, fines, amounts paid in

settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein)

Section 6.2. Designated Depositories - The Authority shall designate, the depositories of its monies, credits and funds either within or without the State of New York. The Authority may require any bank or trust company so designated, in which Authority funds are on deposit or are to be deposited to deliver to the Authority a surety bond payable to the Authority, executed by a surety company authorized and licensed to transact business in the State of New York and assuring the Authority the payment of such deposits and the agreed interest thereon; or, in lieu of such a depository bond, may require any bank or trust company to deposit with the Authority bonds or certificates of the United States, the State of New York, or any county, town, city, village or school district located in the State of New York as surety for such funds so deposited, but such bonds or certificates shall be deposited in such place and held under such conditions as the Authority may determine.

ARTICLE VII

AMENDMENTS

Section 7.1. Amendments to By-laws The By-laws of the Authority shall be amended only with the approval of at least two-thirds of the Members of the Authority at a regular or special meeting.

Section-7.2. Notice of Proposed Amendments - No amendment to the Bylaws shall be adopted unless written notice thereof, including the proposed change, has been received by all Members of the Authority at least seven (7) days in advance of such meeting.

Enacted by Resolution No. 1 of 1994 this 8th day of September, 1994, in Rockland County, NY

Amended by Resolution No. 31 of 1994 on October 27, 1994 in Rockland County, NY

Further Amended by Resolution No. 25 of 1995 on April 27, 1995 in Rockland County, NY

Further Amended by Resolution No. 59 of 1995 on October 26, 1995 in Rockland County, NY

Further Amended by Resolution No. 36 of 1999 on September 30, 1999 in Rockland County,
NY