

BY-LAWS
OF THE
GREEN ISLAND POWER AUTHORITY

Pursuant to the authority contained in Section 1020-c, Title 1-A of Article five of the Public Authorities Law as set out in Chapter 807 of the Laws of 1986, of the State of New York, the Green Island Power Authority hereby approves the following by-laws for the regulation of its activities:

ARTICLE I

NAME, SEAL

Section 1. **NAME**. The name of the Authority shall be the “Green Island Power Authority.”

Section 2. **SEAL**. The official seal of the Authority shall be in a design, circular in form, bearing the words and dates as follows:

GREEN ISLAND POWER AUTHORITY, NEW YORK

CORPORATE SEAL

1986

ARTICLE II

OFFICERS

Section 1. The Officers of the Authority shall be a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as it may determine who shall have such

duties, powers and functions as hereinafter provided, all of whom shall be elected by the members of the Authority from their number, except the Treasurer, who shall be the Treasurer of the Village of Green Island and shall serve ex-officio, and the Secretary. Such officers shall be elected at an annual meeting of the Authority in each fiscal year.

ARTICLE III

TENURE OF OFFICE

Section 1. Each officer of the Authority shall hold office for one year and each member shall continue to hold office until his successor is appointed or elected and qualifies in his stead. If the term of an Authority member should be terminated, his term of office as an officer shall also terminate and at the regular meeting next succeeding such termination the members of the Authority shall elect from among their number a successor who shall serve until the next annual meeting of the Authority.

Section 2. Each member shall continue to hold office as a member until his successor is appointed or elected and qualifies in his stead.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. **CHAIRMAN**. The Chairman shall preside at all meetings of the Authority. He shall sign and execute on behalf of the Authority all contracts, notes, bonds, trust indentures or other evidences of indebtedness when so authorized by the Authority, and shall perform such other duties as may be prescribed by him by law or by the Authority. The Chairman shall submit to the Authority such recommendations and

information as he may consider proper concerning the business, affairs, and policies of the Authority.

Section 2. **VICE CHAIRMAN**. The Vice Chairman shall assume the powers and duties of the Chairman in case of the absence or disability of the Chairman.

Section 3. **SECRETARY**. The Secretary shall record all the votes and record the minutes of the Authority in a journal to be kept for that purpose; attend to the serving of notices of all meetings when required; shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all papers or other documents as may be required; shall attend to such correspondence as may be assigned; shall perform all the duties as the Authority may designate.

Section 4. **TREASURER**. The Treasurer shall have the care and custody of all funds and securities of the Authority and shall deposit the same forthwith in the name of the Green Island Power Authority in such bank or banks in the State of New York, as the Authority shall designate.

The Treasurer shall have charge of the treasury and custody of receipts, deposits and disbursements of all Authority moneys. He shall keep full and accurate and separate accounts of the various funds and money in his custody. The Treasurer shall at a reasonable time exhibit his books and accounts to any member of the Authority upon application at the office of the Authority during business hours and render a full financial report at the annual meeting of the Authority if so required. He shall have such other powers and duties as are conferred upon him by any special or general law.

Section 5. **EXECUTIVE DIRECTOR.** An Executive Director may be appointed by the Authority, and shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Authority. The Administrative Director shall be charged with the management of all projects of the Authority.

Section 6. **ADDITIONAL DUTIES.** The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority, by the by-laws of the Authority, or by the rules and regulations of the Authority.

Section 7. **REMOVAL, RESIGNATION, SALARY, ETC.** Any officer elected or appointed by the Authority may be removed by the Authority with or without cause. In the event of the death, resignation or removal of an officer, the Authority in its discretion may elect a successor to fill the unexpired term at the next regular meeting of the Authority. The officers of the Authority may receive such compensation, as the Authority shall determine.

Section 8. **ADDITIONAL PERSONNEL.** The Authority may appoint such other officers and employees as the Authority may require for the performance of its duties, and fix and determine their qualifications, duties and for services, and may retain and employ private consultants for professional and technical assistance and advice. The selection and compensation of all personnel, including the Executive Director, shall be determined by the Authority subject to the laws of the State of New York.

Section 9. **BONDING OF OFFICERS.** The Chairman, the Treasurer, and such other officers as the Authority may require, shall execute bonds conditioned upon the faithful performance of the duties of their office, the amount of sufficiency of which shall be specified by the Authority and the premiums therefore shall be paid by the Authority.

ARTICLE V

GENERAL PROVISIONS

Section 1. **FISCAL YEAR.** The fiscal year of the Authority shall begin on the first day of June and end on the 31st day of May.

Section 2. **ANNUAL MEETING.** The annual meeting of the Authority shall be held on the first Monday in January at the Village Hall in the Village of Green Island. In the event such day shall fall on Saturday, Sunday or legal holiday, the annual meeting shall be held on the next succeeding day that is not a Saturday, Sunday or legal holiday.

Section 3. **REGULAR MEETINGS.** Regular meetings of the Authority shall take place on the call of the Chairman or a majority of the members. Regular meetings may be adjourned to any other place at the will of a majority of the members of the Authority present and voting at such meeting. The notice of such meeting shall be served on each member of the Authority by delivery or mail received by each such member at least twenty-four hours prior to the date of such meeting. Pursuant to Section 94 of the Public Officers Law, notice of such meeting shall be given to news media at the same time.

Section 4. **QUORUM**. At all meetings of the Authority, a majority of the members of the Authority then in office shall constitute a quorum and the vote of a majority of the members present and voting at a meeting of the Authority shall be deemed the act of the Authority. A majority of the members present whether or not a quorum is present may adjourn any meeting to another time and place.

Section 5. **ORDER OF BUSINESS**. The order of business at regular meetings shall be:

- (a) Roll Call. Determination of quorum.
- (b) Reading of minutes of previous meeting.
- (c) Approval of the minutes of previous meeting.
- (d) Reports of Committees.
- (e) Communications.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

Section 6. **COMMITTEES**. The Chairman, Vice Chairman and members of all committees shall be appointed by the Chairman of the Authority who shall be an ex officio member of each committee. A quorum of any committee shall consist of a majority of members of that committee.

Section 7. **EXECUTION OF INSTRUMENTS**. All Authority instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such

officer or official or other person or persons as provided in these by-laws or as the Authority may from time to time designate.

ARTICLE VI

AMENDMENTS

Section 1. **AMENDMENTS TO BY-LAWS**. The by-laws of the Authority shall be amended only with the approval of at least a majority of all of the members of the Authority at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all members of the Authority.