

**BY-LAWS
of the
ORISKANY CREEK WATERSHED COMMISSION**

ARTICLE 1 - PURPOSE:

The Oriskany Creek Watershed Commission (OCWC) consists of municipalities who are signatory to the Oriskany Creek Basin Intermunicipal Agreement and other non-voting representatives. A key purpose of the OCWC (or “Commission”) is to provide a forum for enhanced communication among the basin’s municipalities so they may discuss and address issues related to watershed management, flooding, recreation, quality of life, stormwater management, land use development, and other similar water resource topics.

ARTICLE 2 - POWERS, DUTIES AND ROLES:

In addition to those Powers and Duties as outlined within the Oriskany Creek Basin Intermunicipal Agreement (IMA), roles and responsibilities of the Commission shall include, but are not limited to:

- A) Obtaining participation on the OCWC from all municipalities and key stakeholders within the basin
- B) Refining the long-term structure and roles of the OCWC as needed;
- C) Identifying and prioritizing watershed, flooding, and stormwater management needs and projects within the Oriskany Creek Basin;
- D) Evaluating these priorities on a watershed basis to determine potential effects or impacts of one project on another project.
- E) Discussing the potential for cost sharing, shared services, and/or sharing of equipment or other resources among municipalities and stakeholders to accomplish the identified needs.
- F) Undertaking the construction, operation, maintenance and management of approved Commission projects and activities.

ARTICLE 3 - MEMBERSHIP:

Section 3.1 – Voting Members

The OCWC shall consist of the following Voting members:

- A) Municipal Representatives – Each municipality that is both eligible to sign, and that does sign, the Oriskany Creek Basin Intermunicipal Agreement shall have one vote and shall appoint one (1) “Primary Representative” to the Commission. Eligible municipalities are limited to those that have land area within the Oriskany Creek Basin (as shown in Appendix A of the IMA). These municipalities include: the Villages of Clinton, Madison, Waterville, Oriskany, and Oriskany Falls, as well as

the Towns of Augusta, Westmoreland, Sangerfield, Stockbridge, Vernon, Whitestown, Paris, New Hartford, Kirkland, Marshall, and Madison.

Each respective municipality shall also designate one (1) "Alternate Representative" who will regularly attend meetings. The "Alternate Representative" is authorized to vote ONLY in the absence of the "Primary Representative".

Each participating municipality shall submit a resolution (or other such written notification) to the Commission that clearly authorizes and specifies the name and contact information of both their "Primary Representative" and "Alternate Representative".

In the event the "Primary Representative" and "Alternate Representative" are unable to attend a meeting of the Commission, municipalities have the option to provide a "Proxy" but must inform the Chairperson of the Commission prior to the meeting to be attended.

Section 3.2 Non-Voting Members

The OCWC shall also consist of an unlimited number of Non-Voting members. Non-voting members may include the following representatives:

- A) Ex-officio Members – Legislators, department heads, and staff of County, State and Federal agencies or regional authorities whose work particularly affects or is particularly affected by watershed, flooding and stormwater management issues within the Oriskany Creek Basin. These members may include, but are not limited to, representatives from: Central New York Regional Planning, the Herkimer-Oneida Counties Comprehensive Planning Program, Madison and Oneida County Departments of Public Works, Water Quality and Water Pollution Control, and the County Health Department; other County level agencies or advisory boards such as: The Soil and Water Conservation District, and Cornell Cooperative Extension; the New York State Departments of Environmental Conservation, Transportation, Health, Emergency Management and the Department of State; Federal agencies such as The Army Corps of Engineers, Federal Emergency Management Administration (FEMA), etc.
- B) Additional Municipal Representatives – Other local government representatives who are NOT officially appointed or designated as the Primary or Alternate Representative such as: town or village board members, planning board members, codes enforcement officers, highway superintendents or highway staff, municipal engineers, municipal attorneys, etc.
- C) General Citizenry and Associate Members - All persons of the general public that are not otherwise categorized as voting or non-voting members as defined in Article 3, Sections 3.1 and 3.2, and that have demonstrated interest in the on-going stewardship of the Oriskany Creek and its watershed. Such members may include (but are not necessarily limited to) those persons that have been officially recognized by resolution of the Commission as "Associate Members" based on their

unique contributions and efforts to protect, preserve and respect the Oriskany Creek and its watershed as an important natural resource.

Section 3.3 - Term

All voting members shall be appointed for a two-year term progressing from the date of their initial appointment to the Oriskany Creek Watershed Commission. Terms of elected or appointed municipal officials shall not extend beyond their term of office.

Section 3.4 - Vacancies

Any vacancy occurring within the term of appointment of a voting member shall be filled by the respective municipality and shall begin a new two-year term from the date of the resolution of appointment.

The Commission may recommend to the municipality candidates for succession or vacancies.

Section 3.5 - Removal

Upon a two-thirds vote of the Commission's voting membership, the OCWC may advise respective municipalities of a desire to remove a Primary Representative or an Alternate Representative for reason of excessive absence "Excessive absence" shall mean the lack of attendance or official representation at a simple majority of meetings held during the preceding year of that representative's term.

The respective municipality shall replace the subject Primary Representative or Alternate Representative within a reasonable timeframe for the remainder of the unexpired term.

ARTICLE 4 - OFFICERS

The officers of the OCWC shall include a Chairperson, Vice-Chairperson, Treasurer, and Secretary (or, at the discretion of the Commission's voting membership, a Secretary/Treasurer).

Nominations for Officers will be obtained from the voting membership of the OCWC. Officers shall be appointed by a simple majority vote during an official meeting of the OCWC. All officers shall serve a one-year term on a calendar year basis.

All remaining voting members of the Commission who are not designated as the Chairperson shall be designated as Vice Chairpersons, all having equal status and stature, except that each member municipality shall have only one vote whether serving as Chair or Vice Chair, with the Chief Elected Official (Town Supervisor or Mayor) having priority over any other designated individuals.

A Vice-Chairperson shall serve in the absence of the Chairperson and shall be so designated by those voting members in attendance at an official meeting.

By separate agreement and mutual consent, the voting members may choose an outside agency, individual, or member municipality to serve as Treasurer, Secretary or Secretary/Treasurer. The role and any form of compensation of this officer shall be defined within said agreement and the

term shall be for one calendar year. The agreement may be extended by a simple majority vote of the voting membership of the Commission.

ARTICLE 5 - STAFF

The Commission may hire its own personnel, or in lieu thereof, contract with any of the member municipalities or governmental agencies for the provision of personnel services, use of equipment, use of supplies, etc.

Administration and staff support shall be provided and/or extended by agreement and a simple majority vote of the voting membership of the Commission.

ARTICLE 6 - MEETINGS

Section 6.1 - Frequency

It is anticipated that the OCWC shall meet monthly or as determined necessary by the Chairperson. The Chairperson may call additional "Special meetings" and/or "Committee Meetings" as may be necessary or dictated by an issue of interest to the Commission.

Section 6.2 - Quorum

A quorum, for the purpose of having an official meeting of the OCWC and conducting official business of the OCWC, shall consist of a simple majority of the entire voting membership.

Unless otherwise specified in these bylaws, action may be taken by a simple majority vote of the entire voting membership except that a two-thirds vote of the voting membership shall be required for the incurring of debt.

Section 6.3 - Conduct

The Chairperson, or Vice-Chairperson in the absence of the Chairperson, shall preside.

All meetings of the OCWC shall be open to the public.

Section 6.4 - Rules of Order

Parliamentary procedure shall be in accord with Roberts Rules of Order.

ARTICLE 7 – SUB-COMMITTEES

To best expedite the OCWC's functions, and at the discretion of the voting membership, the OCWC may establish sub-committees to address specific issues.

The Sub-Committee shall meet in addition to the regular meetings of the OCWC and shall present their findings, conclusions, and/or recommendations at an official meeting of the OCWC. The

voting membership of the OCWC shall be responsible for taking necessary action on findings, conclusions, and/or recommendations in accordance with these by-laws.

ARTICLE 8 - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the entire voting membership of the OCWC, provided that the proposed amendments shall be furnished to the voting membership prior to the meeting at which the vote for adoption is to be taken.

ARTICLE 9 - COMPLIANCE WITH HIGHER AUTHORITY

All of the above bylaws are adopted with the intention that they are fully in accord with the governing laws and regulations of the basin municipalities, County of Oneida and the State of New York. In case of conflict, the higher authority shall prevail.

ADOPTED: 05/17/2022