

BY-LAWS
OF
NIAGARA FALLS WATER BOARD

Pursuant to the authority contained in section 1231-a of Title 10-C of Article 5 of the Public Authorities Law, as set out in chapter three hundred twenty five of the Laws of Two Thousand Two of the State of New York, and Sections 1230-a through 1230-aa of Title 10-B of Article 5 of the Public Authorities Law, as set out in chapter two hundred seventy-five of the Laws of Two Thousand Two of the State of New York, collectively referred to as the “Authority Act”, the Niagara Falls Water Board (the “Board”) hereby approves the following By-Laws for the regulation of its activities:

ARTICLE I
SEAL

The official seal of the Board shall be in the design circular in form bearing the words and dates as follows: Niagara Falls Water Board 2002.

ARTICLE II
OFFICE OF THE BOARD

The principal office of the Board shall be in the County of Niagara.

ARTICLE III
FISCAL YEAR

The fiscal year of the Board shall commence on January 1st of each calendar year and conclude at the close of business on December 31st of each calendar year. The fiscal year may be changed by resolution adopted at a regular or special meeting of the Board.

ARTICLE IV
MEMBERS OF THE BOARD

SECTION 1. *Number.* The number of Members constituting the Board shall be five (5).

SECTION 2. *Appointment.* One (1) Member shall serve by appointment of the Governor of the State of New York; one (1) Member shall serve by appointment of Mayor of the City of Niagara Falls; one (1) Member shall serve by appointment of the Temporary President of the Senate at the recommendation of the Senator(s) representing all or a portion of the City of Niagara Falls; one (1) Member shall serve by appointment of the Speaker of the Assembly at the recommendation of the Assembly member(s) representing all or a portion of the City of Niagara

Falls; and one (1) Member shall serve by appointment of the majority vote of the City Council of the City of Niagara Falls.

SECTION 3. *Term.* The Member who shall serve by appointment of the Governor shall be appointed for a term of office ending on December 31 of the first year following the year in which the Authority Act became law. The Member who shall serve by appointment of the Temporary President of the Senate, shall be appointed for a term ending on the thirty-first day of December of the second year following the year in which the Authority Act became law. The Member who shall serve by appointment of the Speaker of the Assembly, shall be appointed for a term ending on the thirty-first day of December of the third year following the year in which the Authority Act became law. The Member who shall serve by appointment of the Mayor of the City of Niagara Falls, shall be appointed for a term of office ending on December thirty-first of the fourth year following the year in which the Authority Act became law. The Member who shall serve by appointment of the City Council shall be appointed for a term ending on the thirty-first day of December of the fifth year following the year in which the Authority Act became law.

Subsequent appointments of Members shall be made for a term of three (3) years ending in each instance on December thirty-first of the last year of such term. Members shall continue to hold office until their successors are appointed and qualified. No Member of the Board shall be a member of the governing body of the Niagara Falls Public Water Authority.

SECTION 4. *Qualifications.* All Members shall hold at a minimum, a bachelor's degree from an accredited college or university with concentration or a degree in one of the following areas of study and at least five (5) years of professional experience therein, or without such degree, such Member shall have at least ten (10) years of professional experience in one of the following fields: legal, environmental, financial, management, engineering, human resources or science.

SECTION 5. *Residency.* At all times, at least three (3) Members of the Board shall be a resident of the City of Niagara Falls. Any Member fulfilling such requirement shall forfeit his/her membership upon termination of residency in the City of Niagara Falls, which forfeiture shall create a vacancy. When a vacancy occurs that reduces the number of Members who fulfill such requirement, to less than three (3), the appointment to fill that vacancy must be a City resident.

SECTION 6. *Vacancies.* Vacancies on the Board, created for any reason, shall be filled in the manner provided for original appointment of Members. Any vacancy occurring other than by expiration of the term of office shall be filled by appointment for the unexpired term. Successor Members appointed under this Section shall hold office until their successors have been duly appointed and qualified.

SECTION 7. *Removal.* Members may be removed from office by the public officer or public body which is empowered by the Authority Act to appoint such Member only for inefficiency, neglect of duty or misconduct in office, provided however, that such Member shall be given a copy of the charges against him/her and given an opportunity to be heard in person or by counsel, in his/her defense upon not less than ten (10) days notice.

SECTION 8. *Compensation.* Members shall receive no compensation for their services, but shall be reimbursed for their actual and necessary expenses incurred in connection with the carrying out of their duties on behalf of the Board and the purposes of the Authority Act; provided however, that no Member shall be reimbursed for any expense of attending ordinary Board meetings or any other expense exceeding one thousand dollars (\$1,000) incurred with respect to any individual purpose, unless the Board at a meeting duly called and held when three (3) Members are present, shall have authorized such expenditure by such Member.

ARTICLE V
MEETINGS OF MEMBERS

SECTION 1. *Annual Meeting.* The annual meeting of the Members shall be held on the first day of March of each fiscal year, or if a legal holiday, on the next secular day, or on such date and at such time as may be fixed by the Members for the transaction of business as may properly be brought before such meeting.

SECTION 2. *Regular Meetings.* Regular meetings of the Members shall be held at such times as the Members may from time to time determine. Each Member in each fiscal year shall attend at least seventy-five percent (75%) of all meetings of the Board.

SECTION 3. *Special Meetings.* Special meetings of the Members shall be held at any time, upon call by the Chair or of at least two-thirds (2/3rds) of the total number of Members.

SECTION 4. *Place of Meetings.* The annual, regularly scheduled and special meetings of the Members shall be held at the principal office of the Board or at such other place, within or without the State of New York, as the Members may from time to time determine.

SECTION 5. *Notice of Meeting.* Written or electronic notice of the place, day and hour of every regular and special meeting shall be given to each Member by delivering the same to such Member personally, or via facsimile, e-mail or other like transmission, at his/her residence or usual place of business, at least one (1) day before the meeting, or shall be sent regular or overnight to each Member, postage prepaid, and addressed to him/her at the last known Post Office address according to the records of the Board, at least three (3) days before the meeting. No notice of any adjourned meeting of the Board need be given other than by announcement at the meeting. All notices for special meetings shall state the purpose of the meeting and no business other than that stated in such notice shall be transacted at any special meeting, unless every qualified Member is present and it is unanimously agreed to consider matters other than those specifically provided for in notice of such special meeting.

SECTION 6. *Waiver of Notice.* Notice of a meeting need not be given to any Member who submits a signed written waiver thereof whether before, during or after the meeting nor to any Member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Member.

SECTION 7. *Personal Attendance by Conference Communication Equipment.* Anyone or more Members or any committee thereof may participate in a meeting of such Members by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear, or see and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

SECTION 8. *Conduct of Meetings.* Meetings of the Members shall be presided over by the Chair of the Board or in the absence of the Chair, by the Vice Chair and in the absence of both a chair to be chosen at the meeting. The Secretary of the Board shall act as Secretary of the meeting, if present.

SECTION 9. *Voting.* At all meetings of Members, each Member entitled to vote thereat shall have one (1) vote. The powers of the Board shall be exercised by a favorable vote of at least three (3) Members present at any meeting.

SECTION 10. *Proxies.* There shall be no voting by proxy.

SECTION 11. *Quorum.* A majority of the duly appointed Members shall be necessary to constitute a quorum for the transaction of business at each meeting of the Board; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until a quorum shall attend. At any adjournment, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 12. *Committees.* The Board may, in its discretion, by an affirmative vote of a majority of all Members appoint a Member or Members to serve as a Special Purpose Committee for the purpose of exploring and reviewing any issue as prescribed by the Chair. Any such committee shall consist of as many Members as the Chair shall determine.

ARTICLE VI **OFFICERS OF THE BOARD**

SECTION 1. *Appointment of Officers.* The Officers of the Board shall consist of a chair, a vice-chair, and a treasurer, who shall be Members of the Board and a secretary, who need not be a Member of the Board. Such officers shall be appointed by the Members of the Board and shall serve in such capacities at the pleasure of the Board. In addition to the secretary, the Members may appoint and at their pleasure remove such additional officers and employees as it may deem necessary for the performance of the powers and duties of the Board and fix and determine their qualifications, duties and compensation, subject to the Civil Service Commission of the City of Niagara Falls and the laws of the State of New York.

SECTION 2. *Tenure of Office.* All officers of the Board shall hold office until their successors are chosen and qualify in their stead.

SECTION 3. *Removal.* Any Officer of the Board may be removed with or without cause by a vote of the majority of the Members of the Board at a meeting called for that purpose or whenever in the Member's judgment, the best interests of the Board may be served thereby.

ARTICLE VII
DUTIES OF OFFICERS

SECTION 1. *Chair of the Board.* The Chair shall preside at all meetings of the Board. The Chair shall be responsible for the discharge of the executive functions and powers of the Board, but shall be empowered to delegate any one or more of such functions or powers, including, without limitation, that of appointment, discipline and removal of officers or employees, to one or more officers appointed by the Board and shall perform such other duties as the Board may direct. The Chair shall sign and execute, on behalf of the Board, all contracts, instruments or other required documentation when so authorized by resolution of the Board.

SECTION 2. *Vice Chair of the Board.* The Vice Chair shall perform the duties of the Chair in the event the office of Chair is vacant, or in the event the Chair is unable to perform such duties by reason of illness, disability or absence and shall perform such other duties as may be designated by the Board.

Section 3. *Secretary.* The Secretary shall attend and keep full minutes of all meetings of the Members in books provided for that purpose. He/she shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. He/she shall be the custodian of the records and of the Seal of the Board. He/she shall affix the Seal to all documents, the execution of which on behalf of the Board, under the Seal, is duly authorized by the Members and when so affixed may attest the same. He/she shall have such other powers and duties as may be properly designated by the Board. The absence of the Board seal on a document, however, shall not invalidate such document.

SECTION 4. *Treasurer.* The Treasurer shall keep correct and complete books and records of account for the Board. Subject to the control and supervision of the Board, the Treasurer shall maintain banking arrangements to receive, have custody of and disburse the Board's moneys and securities. He/she shall invest the Board's funds as required, establish and coordinate policies for investment in pension and other similar trusts, and provide insurance coverage as required. He/she shall direct the granting of credit and the collection of accounts due the Board. He/she shall have such other powers and duties as may be properly designated by the Board. The Treasurer shall execute a bond, conditioned upon the faithful performance of the duties of his/her office. The amount and sufficiency of such bond shall be approved by the Board and the premium therefor shall be paid for by the Board.

SECTION 5. *Insurance.* The Board may maintain insurance, at its expense, to protect itself, any officer, employee or agent of the Board against any expense, liability or loss, whether or not the Board would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.

ARTICLE VIII

DEFENSE AND INDEMNIFICATION OF OFFICERS AND MEMBERS

All of the Members and officers of the Board are entitled to defense and indemnification from the Board pursuant to and in accordance with section 18 of the New York Public Officers Law, and shall not have personal liability resulting from the ownership, construction, maintenance or operation of any of the projects or properties of either the Niagara Falls Public Water Authority or the Board, or the carrying out of any of the powers of the Authority Act.

ARTICLE IX

AMENDMENTS

SECTION 1. *Power to Amend.* The Members shall have the power to adopt, amend or repeal the By-Laws of the Board by a majority vote of the total number of Members, notwithstanding any vacancies.

Adopted: April ____, 2003

Name:

Title: Secretary

NIAGARA FALLS WATER BOARD'S
CODE OF ETHICS,
CODE OF CONDUCT
&
THE RULES AND REGULATIONS
REGARDING ALLEGED VIOLATIONS OF
THE CODE OF ETHICS
OR
CODE OF CONDUCT

TABLE OF CONTENT

I. Niagara Falls Water Board Code of Ethics 2

II. Niagara Falls Water Board Code of Conduct..... 3

III. Niagara Falls Water Board Rules and Regulations for the Board's Code of
Ethics and Code of Conduct..... 4

Residency & Qualifications.....5

I.

NIAGARA FALLS WATER BOARD CODE OF ETHICS

The Niagara Falls Water Board's ("Board") Code of Ethics ("Code of Ethics") is codified in New York Public Authorities Law § 1230-v and is set forth in full below:

1. As used in this section the term "employee" shall mean any member, officer, agent or employee of the authority or the water board.
2. No employee shall have any interest financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties in the public interest.
3. Standards for such code of ethics shall be as follows:
 - a. No employee shall accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties.
 - b. No employee shall accept employment or engage in any business or professional activity which will require the employee to disclose confidential information which he or she has gained by reason of his or her official position or authority.
 - c. No employee shall disclose confidential information acquired by the employee in the course of his or her official duties nor use such information to further his or her personal interests.
 - d. No employee shall use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or others.
 - e. No employee shall engage in any transaction as representative or agent of the authority or water board with any person or business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties.
 - f. An employee shall not by his or her conduct give reasonable basis for the impression that any person can improperly influence such employee or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person.
 - g. An employee shall abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by the employee or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest.
 - h. An employee shall endeavor to pursue a course of conduct which will not raise

suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

- i. No employee employed on a full-time basis nor any person, firm or association of which such an employee is a member, nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such employee, shall sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the water board in which such employee serves or is employed.
- j. If any employee shall have a financial interest, direct or indirect, having a value often thousand dollars or more, in any activity which is subject to the jurisdiction of a regulatory agency, he or she shall file with the secretary of state and secretary of the water board a written statement that he or she has such a financial interest in such activity which statement shall be open to public inspection.
- k. In addition to any penalty contained in any other provision of law, any such employee who shall knowingly and intentionally violate any of the provisions of this section may be fined, suspended or removed from office or employment in accordance with the rules and regulations of the water board. It shall be misdemeanor for any such employee to be in any way or manner Interested, directly or indirectly, in the furnishing of work, materials, supplies or labor, in any contract therefore which the authority or the water board is empowered to make by this title.

II.

NIAGARA FALLS WATER BOARD CODE OF CONDUCT

In addition to the Code of Ethics codified in New York Public Authorities Law § 1230-v, which the Board hereby adopts and reaffirms, the Board hereby adopts the following Code of Conduct ("Code of Conduct") pursuant to New York Public Authorities Law § 1230-f(28). The Code of Conduct shall apply to all Board Members ("Members"); Officers of the Board; and any and all employees of the Board who have exempt status under New York Civil Service Law (collectively "Covered Persons"). This Code of Conduct is intended to guide and enhance the ethical and professional performance of Covered Persons and to preserve public confidence in the Board's mission and activities.

Conduct of Covered Persons

1. Covered persons shall not interfere with, or otherwise act in a manner inconsistent with the implementation of any official policy, procedure, direction or strategy of the board.
2. In the event that a member has any complaints, questions or issues, concerning board operations, such complaints, questions or issues are to be directed to the

executive director. If an employee of the board raises a complaint, question or issue regarding board operations to a covered person, the employee should be instructed to first bring such complaint, question or issue to their immediate supervisor and ultimately to the executive director's office or his or her designee. Members shall not become involved in the day to day operations of the board.

3. Members must acknowledge that they do not speak on behalf of the entire board. Precaution must be realized before an individual member makes public comments regarding board issues and operations. If at all possible, public statements should be issued through the executive director's office.
4. This code of conduct shall be provided to all covered persons upon commencement of appointment or employment.

Amended January 26, 2017

III.

NIAGARA FALLS WATER BOARD
RULES AND REGULATIONS FOR THE
BOARD'S CODE OF ETHICS AND CODE OF CONDUCT

A. Scope

The following Rules and Regulations shall apply where a violation of the Code of Ethics or Code of Conduct is alleged against a Covered Person and shall only apply to Covered Persons. These Rules and Regulations shall not apply to unionized employees of the Board.

B. Procedure Upon Allegation of Violation

1. All complaints and allegations of violations by a Covered Person of the Code of Ethics and/or Code of Conduct shall be directed to the Board.
2. Upon receiving a complaint regarding a Covered Person's alleged violation of the Code of Ethics or Code of Conduct, the Board may designate a committee of three members to investigate the complaint or alternatively may appoint an Investigative Officer who shall not be a Member, Officer or other employee of the Board ("Investigative Officer"), to conduct an investigation.
3. The Board committee or Investigative Officer shall investigate the alleged violation in such manner as deemed appropriate.
4. A Covered Person who is alleged to have violated the Code of Ethics and/or the Code of Conduct shall receive a written notice of the complaint against him or her and shall be allowed twenty (20) days to provide a written response thereto.

5. A Covered Person who is the subject of an investigation and who is questioned during any such investigation shall be entitled to representation by private counsel, selected by such Covered Person and paid for at his or her sole expense.
6. Upon completion of the investigation, the Board Committee Investigative Officer shall prepare a report to the full Board containing the findings of the investigation.
7. The report shall contain findings of fact, a conclusion as to whether a violation occurred, and recommendations regarding further action and discipline.
8. If the report concludes that the Covered Person has not violated the Code of Ethics and/or Code of Conduct, then the Board shall dismiss the complaint and shall take no further action with regard to said complaint.
9. If, however, the Investigative Officer's report concludes that the Covered Person has violated the Code of Ethics and/or Code of Conduct, then the Board may upon a majority vote issue a Notice of Potential Board Action ("Notice") to such Covered Person along with a copy of the Investigative Officer's report. The Notice shall include the charges and inform the subject Covered Person that they may be subject to the penalties provided herein.
10. The Covered Person shall then have ten (10) days to respond to the Notice in writing and shall also have the right to appear before the Board to offer his or her verbal response to the Notice and submit such other evidence as desired. The Board may also conduct such further investigation and receive such other evidence as it deems relevant.
11. After concluding its investigation the Board may impose, by a two-thirds vote, a penalty or act as provided herein or otherwise provided by law.
12. In addition to any penalty contained in any other provision of law, such penalty may consist of a reprimand, a fine not to exceed \$1,000, which in the case of an Officer or employee, may be deducted from such Officer's or employee's wages, suspension without pay for no more than three months, or removal from employment with the Board. In the case of a Member who has violated the Code of Ethics, the Board may also, by a two-thirds vote, remove the Member from the Board as authorized therein.

Adopted October 18, 2007

Residency & Qualifications

Upon appointment to the Niagara Falls Water Board, the appointee will submit a resume detailing the appropriate education and professional experience to the Niagara Falls Public Water Authority, and proof of City residency where applicable within 15 days of such appointment. This will insure that all appointees meet the statutory minimum qualifications.

Adopted October 18, 2007