

Rev.
11/3/00
4/11/03
1/14/05
1/11/08
2/18/11

LONG ISLAND SOUND WATERSHED
INTERMUNICIPAL COUNCIL

BYLAWS

Adopted provisionally by LISWIC
on November 3, 2000

Finally Effective January 1, 2001
under Article XI, Section 1

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LONG ISLAND SOUND WATERSHED INTERMUNICIPAL COUNCIL

BYLAWS

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ARTICLE I. NAME

Section 1. This organization shall be known as the Long Island Sound Watershed Intermunicipal Council (hereinafter “LISWIC”).

ARTICLE II. MEMBERSHIP

Section 1. The members of LISWIC are:

- City of Mount Vernon
- City of New Rochelle
- City of Rye
- City of White Plains
- Town of Mamaroneck
- Town-Village of Harrison
- Town-Village of Scarsdale
- Village of Larchmont
- Village of Mamaroneck
- Village of Pelham
- Village of Pelham Manor
- Village of Port Chester
- Village of Rye Brook

Section 2. Any Village, Town, or City in Westchester County that drains storm water to Long Island Sound, or generates sewage that ultimately reaches Long Island Sound, may become a member of LIS WIC by resolution of a majority of the governing boards of the existing members, and payment of the annual dues as provided in Article X.

Section 3. Members shall designate two persons to serve on the Board of Representatives of LISWIC, and the persons so designated collectively shall constitute the Board of Representatives of LISWIC. A person so designated may designate three alternates to attend meeting(s), who shall have all of the privileges of membership on the Board of Representatives.

ARTICLE III. OBJECTIVES

Section 1. The objectives of the LISWIC are:

- a. the sharing of information regarding development projects with intermunicipal impacts;
- b. the resolution of disputes regarding development projects that impact environmentally sensitive areas;
- c. developing compatible comprehensive plans, zoning and land use regulation;
- d. fostering of the economic needs of each community;
- e. monitoring compliance and enforcement of regulations;
- f. developing programs for educating the public and public officials; and
- g. achieving intermunicipal cooperation in other efficient ways.

Section 2. The members of LISWIC have resolved by valid Intermunicipal Agreement, dated as of December 20, 2010 (a copy of which is attached):

THAT: The municipalities named herein have joined together to form the “Long Island Sound Watershed Intermunicipal Council” to advise and inform members on methods to accomplish the interests and objectives contained above;

THAT: The Council shall be comprised of two representatives selected by each municipality and shall adopt bylaws providing for the further administration, finance and governance of the Council, to be approved by each municipality;

THAT: The Council shall recommend specific ways in which the cooperating municipalities can accomplish their mutual objectives and interests.

Section 3. LISWIC is organized and operated exclusively for the above stated purposes, no part of the net earnings of LISWIC shall inure to the benefit of any officer or employee of LISWIC, or to any private individual (except that reasonable compensation may be paid for services rendered to or for LISWIC) and no officer or employee of LISWIC, or any private individual, shall be entitled to share in the distribution of any of LISWIC’s assets upon the dissolution of LISWIC.

ARTICLE IV. POWERS

- Section 1. LISWIC shall act through the Board of Representatives and the Executive Committee, as described below.
- Section 2. In furtherance of the objectives described above, and to facilitate joint projects, the Board of Representatives shall have the ability to make and perform contracts for the purposes enumerated above, to engage in various funding and fund-raising activities, and to acquire, own, operate and maintain such property as to effectuate its purposes. No real property may be acquired without the express approval of the municipality in which such property is located. Any such property may be entrusted by the Board of Representatives to the custody of one or more members.
- Section 3. With respect to the application for, and receipt of, grants, the Board of Representatives may designate a member to act for LISWIC.

ARTICLE V. MEETINGS

- Section 1. The Annual Meeting of LISWIC shall be held in the month of January of each year. At the Annual Meeting, the Chair shall present the Annual Report of LISWIC.
- Section 2. Regular meetings shall be held at such times as fixed by the Board of Representatives.
- Section 3. Special meetings may be called any time by the Executive Committee or the Chair, or by petition of six members of the Board of Representatives. Members shall be notified in advance of all special meetings.

ARTICLE VI. CONDUCT OF MEETINGS

- Section 1. Meetings of the Board of Representatives or of the Executive Committee shall be presided over by the Chair, or if unavailable, the Vice Chair. On all questions of parliamentary procedure, the latest edition of “Roberts Rules of Order” shall govern.
- Section 2. A quorum will be determined based upon the number of municipalities represented at a meeting, not the number of individual representatives in attendance. To constitute a quorum for the conduct of business a majority of the member municipalities must have at least one Representative in attendance.
- Section 3. On any matters requiring a vote, each member of the Board of Representatives shall be entitled to one vote, subject to the provisions of Article X, section 4. In the event that only one member of the Board from a member municipality is in attendance at the time of a vote, then that person shall be permitted to cast two votes. On any matters requiring a vote, each member of the Executive Committee shall be entitled to one vote, subject to the provisions of Article X, Section 4.
- Section 4. All matters requiring a vote by the Board of Representatives, or the Executive Committee, as the case may be, shall be decided by a majority vote of those present and voting in any meeting where a quorum has been confirmed.

ARTICLE VII. OFFICERS

- Section 1. The officers of LISWIC shall be a Chair, Vice Chair, Treasurer, and Secretary. The Board of Representatives shall elect the officers from among its number at the Annual Meeting, and the term of office shall be one year then beginning.

Section 2. The Chair of LISWIC shall develop an agenda for all meetings, shall preside at all meetings and shall perform such other duties as may be directed by resolution of the Board of Representatives.

Section 3. The Vice Chair, in the absence of or during the incapacity of the Chair, shall perform the duties of the Chair and shall become Chair upon a vacancy in the office of the Chair.

Section 4. The Treasurer shall receive and have the care and custody of all of the funds and securities of LISWIC and shall deposit such finds in the name of LISWIC in a bank or other depository as designated by the Board of Representatives. No funds shall be drawn from the depository except by checks for the same, signed by the Treasurer or in his/her absence the Secretary, and countersigned by either the Chair or the Vice Chair, pursuant to a direction of the Board of Representatives, or the Executive Committee.

The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall submit at each Annual Meeting a report of all receipts and disbursements during the preceding year, together with the status of all funds of LISWIC and shall submit interim reports during any current year when requested by the Executive Committee.

The Treasurer may assign to the Coordinator, if one is appointed under Article VIII, such of the aforementioned duties deemed necessary for efficient operation.

Section 5. The Secretary shall keep all records of LISWIC, keep the minutes of meetings of the Board of Representatives and the Executive Committee, keep a record of all votes and other proceedings of LISWIC in a journal to be kept for such purpose and shall perform all the duties normally incident to this office. The Secretary may assign to the Coordinator, if one is appointed, such of these duties as deemed necessary for efficient operation.

Section 6. Officers may be removed from office for cause upon a 2/3 vote of the Board of Representatives. Vacancies arising for any cause, including vacancies due to the creation of a new office in LISWIC, shall be filled at the second regular meeting after such vacancy occurs or is created.

Section 7. All officers of LISWIC shall perform such other duties and functions as may from time-to-time be authorized by resolution of the Board of Representatives, or by these Bylaws.

ARTICLE VIII. COORDINATOR; STAFF

Section 1. The Board of Representatives, may appoint a Coordinator or other paid staff under such terms and conditions as it may approve.

Section 2. The Coordinator and/or Staff shall take instructions from the Board of Representatives or the Executive Committee. The Coordinator shall prepare such reports as are pertinent to the effective operation of LISWIC or which the Board of Representatives may request.

ARTICLE IX. COMMITTEES

Section 1. The Committees of LISWIC shall consist of an Executive Committee, and such other committees as may be established by the Board of Representatives. The Board of Representatives shall elect the members of the Executive Committee, and the members of all other committees. The Executive Committee shall consist of the officers of LISWIC and no more than two additional members, who shall also be elected from among the Board of Representatives. The term of the members of the all committees shall be for one year.

Section 2. The Executive Committee shall conduct the affairs of LISWIC in the interim between meetings of the Board of Representatives in accordance with the directions of the Board of Representatives, and shall perform such other duties as

are referred to it by the Board of Representatives or by these Bylaws. Such powers shall include but not be limited to the expenditure of sums of money up to \$500.00 for any LISWIC purpose or function without the approval of any other committee, officer, or the Board of Representatives.

Any member of the Executive Committee may be removed for cause upon a 2/3 vote of the Board of Representatives. Any member of the Executive Committee may resign at any time by giving written notice of such resignation to the Board of Representatives. Vacancies shall be filled by the Board of Representatives. Any member of the Executive Committee elected to fill a vacancy caused by resignation, death, or removal shall hold office for the unexpired term of his/her predecessor.

Section 3. In addition to the foregoing, any committee appointed by the Board of Representatives shall possess such powers and perform such duties as the Board of Representatives may designate from time-to-time.

ARTICLE X. DUES AND FINANCES

Section 1. The Annual dues for each member shall not exceed \$1,000.00.

Section 2. Dues are payable in January of each year.

Section 3. The fiscal year for LISWIC shall be January 1 to December 31.

Section 4. Any increase in the Annual dues established in Article X, Section 1, above, shall require an amendment to the Bylaws, in accordance with the procedure set forth below.

Section 5. Dues not paid by April 1st of the year invoiced shall be considered delinquent. A delinquent interest rate shall accrue at 2% per month compounded until said

invoice is paid.

Section 6. Any municipality which does not pay dues shall have its vote suspended 90 days after payment due date. Said vote shall be returned upon satisfactory payment of all dues and applicable delinquent payment interest and other penalty charges.

Section 7. A member municipality may appeal delinquent interest rate charges to the LISWIC Executive Committee. Delinquency charges may only be waived by a majority vote of the Executive Committee.

ARTICLE XI. ENACTMENT; AMENDMENTS

Section 1. These original Bylaws have been provisionally approved at the meeting of LISWIC on November 3, 2000, and shall be deemed approved by the members unless the governing bodies of the four members object in writing on or before January 1, 2001.

Section 2. Amendments to these Bylaws, whether addition, change, or deletion, shall be made in the following manner:

- a.** Upon a motion duly made by any member of the Board of Representatives, an affirmative vote of a majority of the members of the Board of Representatives present and voting at a meeting where a quorum has been confirmed, a request to amend the bylaws shall be considered.
- b.** Copies of proposed changes shall be sent to the Clerk of each member, with a notice of date and place of the meeting at which such action is to be taken. Such copies shall be mailed at least seven days prior to the meeting.
- c.** An affirmative vote of two-thirds of the members of the Board of

Representatives present and voting, at a meeting where a quorum has been confirmed, shall be necessary for the adoption of any additions, changes, or deletions to the Bylaws.

ARTICLE XII. DISSOLUTION; WITHDRAWAL

- Section 1. LISWIC shall be dissolved and its affairs wound up upon a resolution of dissolution by the members following the same procedure as required for amendment of these Bylaws.
- Section 2. In the event of dissolution, all of the remaining assets and property of LISWIC shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code, Section 501 (c)(3) or corresponding provisions of the Federal tax laws, or to members to be used for a public purpose, as determined by the Board of Representatives.
- Section 3. Any member may withdraw by giving notice 60 days prior to the end of any fiscal year of the intent to withdraw. Withdrawal shall be effective on December 31 of that year.