

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY  
GOVERNANCE COMMITTEE MEETING  
Tuesday, September 19<sup>th</sup>, 2023  
5:30 P.M.**

**ORDER OF BUSINESS**

- I. APPROVAL OF AGENDA**
  
- II. APPROVAL OF PRIOR MINUTES: 6/5/23**
  
- III. REVIEW OF THE EXECUTIVE DIRECTOR JOB DESCRIPTION**
  
- IV. REVIEW OF PROPOSED BYLAWS**
  
- V. REVIEW OF PROPOSED GOVERNANCE COMMITTEE CHARTER**
  
- VI. REVIEW OF PROPOSED CELL PHONE USE POLICY**
  
- VII. REVIEW OF PROPOSED EMAIL & COMPUTER USE POLICY**
  
- VIII. COMMITTEE DISCUSSION**
  
- IX. NEXT MEETING**
  
- X. ADJOURNMENT**

*“The mission of the Authority is to provide facilities, programs, and services to promote opportunities for agriculture and commerce in Central New York.”*

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY  
GOVERNANCE COMMITTEE MEETING**

**Tuesday, June 5th, 2023**

**5:30 PM**

**PRESENT:** J.A. Delaney, J. Berenguer, A. Emmi, T. Kerr

**ABSENT:** M. Mahar

**OTHERS:** A. Vitale

The meeting was called to order at 5:40 PM by Committee Chair, J.A. Delaney.

**APPROVAL OF AGENDA**

**Resolved:** a motion was made by TK and seconded by AE to approve the agenda. All in favor; no one opposed; no abstentions.

**APPROVAL OF PRIOR MINUTES**

**Resolved:** a motion was made by TK and seconded by AE to approve the prior minutes. all in favor; no one opposed; no abstentions.

**ANNUAL REVIEW OF THE EXECUTIVE DIRECTOR**

J.A. Delany shared that everyone had a list of the accomplishments and goals for the Executive Director, and that the committee could choose how they best wanted to review those accomplishments and discuss the Executive Director's performance. All committee members shared that they had all taken time prior to the meeting to review the provided documents. (The document has been attached to this document for reference.) The committee members agreed that it has been a heavy year that was filled with a lot of positive progress for the Authority. Some highlights include the progress made with the website, employee retention, quality and performance of the staff – attributed to successful leadership, and the cultivation of successful relationships with local political representatives and community partners. Additionally, a key highlight of the year is that there have been huge forward strides made in creating and implementing updated policies, procedures, and internal controls that have been created, implemented, and retained/ presented in a clear and organized manner. It was noted that this all took place in a year that the Authority was also faced with its fair share of setbacks as well.

When discussing goals, committee members shared that the goals appear to be in line with the vision that has been discussed, and appear to be on point. It was recommended that an additional goal be to increase transparency and communication with the goals, and accomplishments of the Authority and to keep political representatives and community partners in the loop with what is going on, and to keep our activity and goals on their radar.

After some discussion,

**Resolved:** a motion was made by AE and seconded by JB, to recommend to raise the salary for the Executive Director by 6% effective in July of 2023. All in favor, no one opposed, no abstentions.

## **POLICY DISCUSSION**

Cell Phone Use Policy:

Current:

- Executive Director \$75 per month
- Market Manager \$60 per month
- Maintenance. \$40 per month

Recommended to adjust to:

- Executive Director \$75 per month
- Market Manager \$60 per month
- Facilities Manager \$60 per month
- Security Supervisor \$40 per month

Am. Vitale shared the above current set rates as well as thoughts on recommended adjustments. Additionally, an issue was found that when Frank became the Market Manager, his stipend was never increased to \$60. As a result Frank, Rachael, and Taylor were all paid at \$40 monthly. Frank also kept his when moved to security as he is required to utilize his phone in the supervisor role. However, since security was never an internal position, security was never listed in the policy. Additionally, most of the employees of the Authority currently use their cell phones for work. A. Vitale has done her best to provide alternative options for employees to utilize equipment provided by the Authority rather than their personal cell phones. At this time, A. Vitale feels as though all other

employees have been provided with sufficient alternative options to the use of their personal cell phones. The committee recommended that A. Vitale look into determining if the rates are still relevant – given that the cost of cell phone plans have increased significantly since the policy was developed in 2014 – and that the positions receiving the stipend are suitable. This policy will then be discussed in conjunction with additional policies for review at the next committee meeting.

#### Records Retention Policy:

Am. Vitale presented that the records retention policy had been received, but that it simply stated that the Authority would be adopting the retention guidelines that have been set for New York State. Upon review of the State's Guidelines, they are found to be listed in a 400+ page document with several other documents with updates to the recommended guidelines. The committee agreed that prior to adopting the policy, it was important that the staff and Board of Directors have a solid understanding of the retention guidelines before adopting the policy. These guidelines will be investigated further, and discussed with the committee prior to adopting the policy.

#### Sexual Harassment Prevention Policy:

Am. Vitale informed the committee that just about a week after adopting the updated slate of policies, New York State made adjustments to their Sexual Harassment Preventio Policy requirements. As a result, A. Vitale had the policy re-reviewed to ensure that it remained in compliance with the updated requirements. However, there is a missing attachment that A. Vitale will be adding to the policy

### **DISCUSSION OF BYLAWS AND COMMITTEE CHARTERS**

Am. Vitale presented that bylaws had been reviewed and updated by A. Vitale and J.A. Delaney, and that the paralegal who has been working with us has reviewed them and believes them to be up to date and in compliance. However, she has sent them over to another attorney for a final review. A. Vitale will notify the committee once they are ready to be reviewed. Additionally, the committee will be creating a framework for the committee charters for each committee, and then ask that each committee take the time to review and adopt an updated charter for each of the committees.

### **COMMITTEE DISCUSSION**

It was discussed that some committee would like to have an updated job description for the Executive Director, and that this was reviewed last year. It was decided that A. Vitale and committee members would review the job description and that the committee would review it at the next meeting with any recommended changes in order to recommend an up to date job description for adoption by the Board of Directors.

#### **NEXT MEETING**

The next meeting of the Governance Committee will be to be determined.

#### **ADJOURNMENT**

**Resolved:** a motion was made by TK and seconded by AE to adjourn at 7:36 PM. all in favor; no one opposed; no abstentions.

# Job Description

Job Title: Executive Director  
Department: Administration  
Reports To: CNYRMA Board of Directors  
FLSA Status: Exempt

Prepared by: CNYRMA Board of Directors  
Approved by: CNYRMA Board of Directors  
Date: 8/1/23 Revision

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## Basic Function

The Executive Director is responsible for the management and oversight of the Central New York Regional Market Authority (Authority), its programs and activities. As the key management leader of the Authority, the Executive Director must oversee the administration, programming, Strategic Plan, fundraising, facilities management, and community outreach for the Authority.

## Major Responsibilities

1. Responsible for determining the appropriate organizational structure and staffing requirements, defining the key responsibilities of all employees and setting performance standards.
2. Responsible for hiring, supervising, terminating, disciplining, promoting employees, and adjusting wages within guidelines approved by the Board.
3. Conduct employee evaluations annually or more frequently, as needed.
4. Responsible for effective administration of all Authority operations.
5. Authorizes and oversees marketing, programming, and special events held at the Authority.
6. Plans, recommends, and administers all capital improvements and major equipment purchases; responsible for seeking special funding whenever available.
7. Meets with the Board of Directors to present operating data, fiscal information and project status.
8. Works with the Board of Directors to develop both short and long term strategic plans for the Authority, then oversee the implementation of those plans.
9. Prepares and submits reports to the Board of Directors, to include recommendations for policies and procedures for the Authority.
10. Works with the Authority's Board of Directors to regularly assess and fulfill the mission of the Authority.
11. Represents the Authority with State, Federal and Local representatives, economic development authorities and other members of the community.
12. Communicates with Commercial tenants including the negotiation and administration of Commercial Lease Agreements.
13. Oversees reconciliations of bank accounts on a monthly basis.
14. Records and prepares minutes, packets, reports, and physical recordings of Board of Directors and Committee meetings for the Authority.
15. Responsible to oversee documents pertaining to meetings of the Board of Directors or its Committees, and see that they are posted publicly in accordance with current law and Authority policies.

16. Implements policies, directives and resolutions established and/or adopted by the Board of Directors.
17. Responsible for ensuring the overall security of the Regional Market and the Authority's properties.
18. Responsible for providing regular updates to communicate facility goals and accomplishments to members of the Board of Directors, local political leaders, community partners, and members of the community served by the Authority.
19. Responsible for the fiscal integrity of the Authority, which includes developing and submitting a proposed annual budget and quarterly financial reports to the Authority's Board of Directors, that accurately reflect the financial condition of the organization.
20. Responsible for fiscal management that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position and anticipates budget variances and deficits.
21. Responsible for the enhancement of the Authority's image by being active and visible in the market, community, and media. Additionally, works closely with market tenants, industry professionals, and external organizations.
22. Maintain an active and engaged role in local, state, and national agriculture and related industry organizations.
23. Oversees and implements appropriate resources to ensure that the operations of the Authority are appropriate, and that the facilities are maintained and safe.
24. Responsible for signing notes, agreements, and other instruments made and entered into and on behalf of the Authority.
25. Utilizes and oversees the implementation of strategies to maximize occupancy.
26. Performs such other duties consistent with the position of Executive Director, assigned from time-to-time by the Board of Directors.

### **Supervisory Responsibilities**

1. Develop and maintain an effective staff through the selection, training, supervision, compensation, motivation, termination and review of employees.
2. Delegate duties to staff, as well as supervise and provide instruction as needed.
3. Provide guidance and direction to staff to assist in their professional development to include facilitating cross training employees.

### **Leadership Qualifications**

1. Transparent and high integrity leadership
2. Solid, hands-on, budget management skills to include: preparation, analysis, decision making, and reporting
3. Strong Organizational abilities to include: planning, delegating program development, and facilities management.
4. Ability to convey a vision of the Authority's strategic future to the staff, Board of Directors, tenants, and market audience

5. Skills to collaborate with and motivate members of the Board of Directors, tenants, and other market audiences
6. Strong written and oral communication skills
7. Ability to oversee and collaborate with staff
8. Ability to interface with and develop positive relationships with diverse groups of people to include: community members, customers, members of the Board of Directors, tenants, government agencies, community organizations, and various members of the public.
9. Strong listening and conflict management skills.
10. Proactively address challenges in the internal and external environment to protect the Authority's viability into the future.

### **Skills**

Oral Communication Skills  
 Planning  
 Customer Relations  
 Time Management  
 Diplomacy  
 Computer Literacy  
 Accounting Systems  
 Capital Justifications  
 General Ledger  
 Knowledge of Infrastructure  
 Agricultural Background

Reading Skills Professionalism  
 Written Communication Skills  
 Accrual Accounting  
 Interpersonal Skills  
 Organization  
 Problem Solving  
 Bank Reconciliation  
 Fixed Assets  
 Project Management  
 Ability to operate equipment  
 Experience with contracts and other Legal Documents

### **Physical Qualifications**

1. Ability to climb ladders, routinely walk the Authority's property, and lift up to 50 pounds in weight
2. Ability to work flexible hours to include: nights, weekends, and holidays
3. Ability to work long hours without significant breaks

### **Education/Training/ Licensing**

Degree: Bachelors Degree or Equivalent Experience  
 Licensing: Valid New York State Drivers' License and access to a private vehicle with valid New York State motor vehicle insurance

### **Experience**

Prior experience in multiple disciplines helpful, including but not limited to Farmers' Markets, financial systems and reports, interpersonal skills, facility management and public relations are required.





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## **BY-LAWS OF THE CENTRAL NEW YORK REGIONAL MARKET AUTHORITY**

### **ARTICLE I - NAME; OFFICE**

SECTION 1. Name and Description. This Public Authority shall be known as the Central New York Regional Market Authority (the “**Authority**”), a public benefit corporation, authorized and created by Title 2 of Article 4 of the Public Authorities Law of the State of New York (“**NYPAL**”).

SECTION 2. Geographic District. The geographic district over which the Authority has jurisdiction shall be known as the Central New York Regional Market District (“**District**”) which shall, for administrative purposes, embrace all the territory included within the counties of Cayuga, Cortland, Madison, Oneida, Onondaga, Oswego and that territory included within Wayne County lying east of the new pre-emption line.

SECTION 3. Office. The principal offices of the Authority shall be located at 2100 Park Street, Syracuse, New York. The principal facility of the Authority shall be known as the Central New York Regional Market Authority (“**Market**”).

### **ARTICLE II - OBJECTIVES, PURPOSES AND POWERS**

SECTION 1. Mission. The mission of the Authority is to provide facilities, programs and services to promote opportunities for agriculture and commerce in Central New York.

SECTION 2. Purpose and Objectives. The objectives, purposes and powers of the Authority shall be those as are prescribed in Title 2, Article 4 of the NYPAL as it now exists and as it may hereafter be amended. These objectives include, but are not limited to:

1. Provide a facility for buying and selling of agricultural products, including both wholesale and retail.
2. Incubate small businesses that make the Market more convenient, efficient, profitable or successful.
3. Develop uses for the facility in such a way as to promote agriculture, commerce and community values.

## ARTICLE III - DIRECTORS

SECTION 1. Number of Directors. The Board of Directors of the Authority (the “**Board**”) shall consist of thirteen (13) members (each, a “**Director**”), as follows:

1. The Commissioner of the New York State Department of Agriculture and Markets, or his or her representative appointed by him or her, shall be a member ex-officio with the same voting power as any other Director.
2. The board of supervisors (or such other applicable legislative body) of each of the counties in the District, in accordance with Section 827 of the NYPAL, shall each name Directors as follows:

Three (3) Directors from Onondaga County;

Two (2) Directors, each, from the counties of: Oswego, Madison, and Cayuga; and

One (1) Director, each, from the counties of: Cortland, Oneida, and Wayne.

SECTION 2. Appointment and Term; Vacancy. Following his or her appointment, each Director shall continue as a Director during the pleasure of the body appointing him or her. Each Director shall, before entering the duties of his or her office, take the constitutional oath of office and file a duplicate original of the same with the Secretary of State of the State of New York. Upon a vacancy occurring, by the filing with the Secretary of the Authority of a duly certified resolution of the legislative body signifying that an appointment has been terminated, or upon the resignation of the Director, or a vacancy occurring in any other manner, such a vacancy shall be filled in a manner which is consistent with the original appointment of the Director.

SECTION 3. Removal of Directors. Every Director, except ex-officio Directors, shall be removable by the legislative body empowered to appoint such Director, for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office, *provided, however*, that such Director shall be given a copy of the charges against him or her and an opportunity of being heard in person, or by counsel, in his or her defense upon not less than ten (10) days’ notice.

SECTION 4. Removal by the Governor of the State of New York. In addition to being able to be removed by the appointing legislative body, or pursuant to the provisions of the enabling legislation or these By-laws, any Director may be removed by the Governor of the State of New York for inefficiency, neglect of duty or misconduct in office, after a hearing upon charges and an opportunity to be heard in person or by an attorney of his or her choice upon not less than ten (10) days’ notice. Any vacancy occurring as a result of such removal shall be filled in a manner consistent with the enabling legislation of the Authority and these By-laws.

SECTION 5. Powers of the Directors. The duties of the Board shall be as follows:

1. Hire an Executive Director who is responsible for the management and administration of the Authority, its programs facilities and services. The Executive Director shall work under the guidance of the Board. The Board may make recommendations or suggestions as from time to time may be necessary.
2. Make policies, rules and regulations for the operation of the Market. The Executive Director and his/her staff shall carry out these policies, rules and regulations. Interim policies may be determined by the Executive Director in keeping with the spirit of the established policies, rules and regulations. These interim policies should be brought before the Board for their formal approval as soon as practical.
3. Establish and approve leases, legal contracts, rentals and license fees relative to business done upon the Market or involving the use of the buildings of the Authority. Rental fees for special short term uses of the Authority may be determined by the Executive Director. The Board shall provide and enforce penalties and liquidated damages relative to breaches of such rules and regulations and any contracts entered into.
4. All checks must be signed by the Executive Director and one Director that is authorized by resolution of the Board to sign checks. In the absence of Executive Director, checks may be signed by any two Directors who are authorized to sign checks.
5. Acquire, lease, erect, construct, equip and oversee the maintenance and operations of the Market facilities within the District, and for such purposes, to acquire real property within the District, by agreement or condemnation, including options and leases thereon, as well as other forms of acquisition, and to improve and equip the same, as the Board may deem necessary, convenient and advisable.
6. Execute contracts, bonds, certificates of indebtedness and other instruments of obligation, and to sell or otherwise dispose of same in such amounts and at such rates of interest as the Board shall deem advisable. This shall include the power to dispose of its bond or other obligations to, and to borrow money from, the United States of America or the State of New York, or any agency or instrumentality thereof, or any corporation owned or controlled by the United States, or the State of New York.
7. The Board will review and approve an annual operating budget along with a five (5) year financial plan for the Authority developed and submitted by the Treasurer and the Executive Director. A quarterly financial report of the Authority should be reviewed and approved by the Board.
8. Act as a court of last resort for formal grievances involving the management of the Authority.
9. To exercise such other powers as provided for in Section 828 of the NYPAL or applicable law.

SECTION 6. Meetings. The Annual meeting of the Board shall be held during the month of April at a date and time selected by the Board. Quarterly and Regular meetings of the Board shall be held at such times as the Directors may from time to time determine. Special meetings of the

Board shall be held at any time, upon the call of the President or upon the written request of a majority of the Board.

SECTION 7. Place of Meetings. The Annual, Regular, Quarterly and Special meetings of the Board shall be held at the principal office of the Authority located at 2100 Park Street, Syracuse, New York, or at such other place within the District as may from time to time be designated by the Board.

SECTION 8. Notice of Meeting. Notice of the time and place of every Annual, Regular, Quarterly and Special meeting shall be given in writing to each Director by delivering the same to him or her, personally or shall be mailed or electronically mailed to each Director, postage prepaid and addressed to him or her at the last known address or e-mail address for said Director as shown on the records of the Authority, at least three (3) days prior to such meeting. In addition, notice of any meeting of the Board shall be conspicuously posted in one or more designated public locations at least seventy-two (72) hours before such meeting. Notwithstanding the foregoing, if any law of the State of New York shall impose upon the Authority a more stringent notice requirement for the giving of notice for meetings of the Board, then such notice shall be given consistent with such law. No notice of any adjourned or postponed meeting of the Board need be given other than by announcement at the meeting.

SECTION 9. Quorum and Action by the Board. One more than one half of the duly qualified Directors shall constitute quorum for the transaction of business, *provided, however*, that at a meeting at which less than a quorum shall attend, a majority of the Directors present shall have power to adjourn such meeting to such a time and place as they may deem appropriate. Once a quorum is established for a particular meeting, said quorum is not broken by the subsequent departure of a Director or Directors. At all meetings of the Board, each Director shall be entitled to one (1) vote. The concurrence of one more than one half of the duly qualified Directors at a meeting at which quorum is present shall be necessary to the validity of any resolution, order or determination of the Authority.

SECTION 10. Open Meetings Law. All meetings of the Board shall be held in compliance with Article 7 of the New York Public Officers Law (the “**Open Meetings Law**”).

SECTION 11. Compensation. Directors shall not receive a salary or any other compensation but shall be paid actual expenses incurred in attending meetings of the Board and in performing committee work assigned to them by the Board. Expenses for travel shall not exceed the per mile rate allowed state employees for use of their personal vehicles. Expenses of a special or extraordinary nature may be allowed by resolution of the Board.

SECTION 12. Directors Not to be Interested in Transactions. No Director shall be interested, directly or indirectly, in any transaction with the Authority, except the leasing as a grower of a stall or stalls upon the market and such transactions as are ordinarily incidental thereto.

## ARTICLE IV – COMMITTEES

SECTION 1. Standing Committees. The Board or the President shall appoint, which appointments shall be subject to the approval of the Board, standing committees of three (3) or more Directors (who, as applicable, shall be “independent members” as that term is defined in Section 2825 of the NYPAL) to serve at the pleasure of the Board. Such committees shall have those powers conferred upon them from time to time by resolution of the Board. Standing committees and their duties shall be as follows:

### 1. PERSONNEL AND NOMINATING COMMITTEE

- (a) Oversee salaries, wages and benefits of employees, including the Executive Director.
- (b) Court of last resort for employee grievances.
- (c) Prepare slate of officers for Annual meeting.
- (d) Recommend officers when vacancies occur.
- (e) Other duties and responsibilities as may be assigned from time to time by the Board.

### 2. RULES AND FACILITIES COMMITTEE

- (a) Review and recommend updates to the Authority’s Rules and Regulations annually.
- (b) Review and make recommendations concerning tenant issues and the use of the Authority’s facilities.
- (c) Other duties and responsibilities as may be assigned from time to time by the Board.

### 3. FINANCE PLANNING AND DEVELOPMENT COMMITTEE

- (a) Assist the Executive Director in preparing annual budget for Board’s approval; and
- (b) Assist the Executive Director in preparing a five (5) year Financial Plan for Board approval.
- (c) Review and make recommendations to the Board regarding financial planning and development for the Authority’s future.
- (d) Other duties and responsibilities as may be assigned from time to time by the Board.

To the extent the Authority issues debt, the Finance Planning and Development Committee shall be comprised of not less than three independent members, who shall constitute a majority on the Finance Committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. In addition to the above mentioned duties, it shall be the responsibility of the members of the Finance Planning and Development Committee to: Review proposals for the issuance of debt by the Authority and make recommendations.

#### 4. AUDIT COMMITTEE

The Audit Committee shall be comprised of not less than three (3) independent members, who shall constitute a majority on the Audit Committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee. Members of the Audit Committee shall be familiar with corporate financial and accounting practices. The Audit Committee shall:

- (a) Recommend to the Board the hiring of a certified independent accounting firm for the Authority.
- (b) Establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes.
- (c) Appoint and oversee any financial audits or investigations initiated by the Authority.
- (d) Review and recommend financial policies and procedures.
- (e) Oversee and review internal financial controls as needed.
- (f) Review and plan for areas of risk management.
- (g) Present annual financial audit for Board review and approval.
- (h) Meet with and review audits prepared by state auditors.
- (i) Other duties and responsibilities as may be assigned from time to time by the Board.

#### 5. GOVERNANCE COMMITTEE

The Governance Committee shall be comprised of not less than three (3) independent members, who shall constitute a majority on the Governance Committee, and who shall possess the necessary skills to understand the duties and functions of the Governance Committee. It shall be the responsibility of the members of the Governance Committee to:

- (a) Keep the Board informed of current best governance practices.

- (b) Review corporate governance trends.
- (c) Recommend updates to the Authority's corporate governance principles.
- (d) Advise appointing authorities on the skills and experiences required of potential Directors.
- (e) Examine ethical and conflict of interest issues, including oversight of the Authority's policies including the Code of Ethics Policy and Conflict of Interest Policy.
- (f) Perform Board self-evaluations, Governance Committee self-evaluations, and evaluations of the Executive Director.
- (g) Recommend by-laws which include rules and procedures for conduct of Board business.
- (h) Review and recommend organizational structure of the Authority and updates to the Strategic Plan.
- (i) Other duties and responsibilities as may be assigned from time to time by the Board.

## 6. ETHICS COMMITTEE

- (a) Oversee and facilitate the reporting of financial disclosures for both members of the Board and the employees of the Authority.
- (b) Review and investigate any reported violations of the Authority's Ethics Policy.
- (c) Review and update Ethics Policy as needed.
- (d) Other duties and responsibilities as may be assigned from time to time by the Board.

## 7. EXECUTIVE COMMITTEE

- (a) The Board shall elect Directors to serve on an Executive Committee comprised of not more than seven (7) members. The members of the Executive Committee shall serve at the pleasure of the Board.
- (b) The Executive Committee shall elect its officers of the committee at a meeting thereof to be held within thirty (30) days subsequent to the date of the Annual meeting of the Board.
- (c) The Chairperson of the Executive Committee may appoint an Assistant Secretary of the Executive Committee. In the absence, disability, or refusal to serve of the Chairperson or Secretary, the Vice Chairperson shall perform the duties of the Chairperson and the Assistant Secretary, if any, shall perform the duties of the Secretary. In the absence of an Assistant Secretary, the Chairperson or Vice

Chairperson presiding at the meeting may designate any other member of the Executive Committee to act as Secretary of the meeting.

- (d) The Executive Committee shall meet upon the call of the Chairperson either upon his or her own initiative or whenever requested to do so by the President.
- (e) Notice of such meetings shall be given to each member of the Executive Committee in such manner as the Chairperson shall deem advisable.
- (f) The purpose of the Executive Committee shall be to develop and make recommendations to the Board concerning the coordination and management of the Authority, but the Executive Committee shall have no authority to act on behalf of the Board, unless authorized to do so by resolution of the Board.
- (g) If the Board authorizes the Executive Committee to act on behalf of the Board, four (4) members of the Executive Committee present shall constitute a quorum for the transaction of business and the concurrence of a majority of the members at a meeting shall be necessary for the validity of any resolution or determination of the Executive Committee.

SECTION 2. Other Standing Committees. By resolution, the Board may from time to time designate other standing committees consisting of three (3) or more Directors (who, as applicable, shall be “independent members” as that term is defined in Section 2825 of the NYPAL). Such standing committees shall have the powers set forth in the resolution creating the committee, or as may be assigned from time to time by resolutions of the Board; *provided, however,* that no standing committee shall have the authority to: (a) take any action requiring approval of the Board; (b) fill vacancies among the Board or on any committee; (c) amend or repeal these By-laws or adopt new by-laws; or (d) amend or repeal any resolution of the Board which by its terms is not subject to amendment or repeal by such committee.

SECTION 3. Special Committees. The President may, with the consent of the Board, designate special committees of the Board. Such special committees of the Board shall have only the duties and powers specifically delegated to them by the Board and in no event shall have powers which are not authorized for standing committees.

SECTION 4. General. The Board or the President, subject to the approval of the Board, shall appoint members of all committees. Appointments to committees will be made annually, or at such other time deemed necessary by the President, Board, or Chairperson of a committee. Each member of a committee shall serve until the next Annual meeting of the Board and until his or her successor is appointed. Committee members may be removed from committees by the Board or President for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office, *provided, however,* that such member shall be given a copy of the charges against him or her and an opportunity of being heard in person, or by counsel, in his or her defense upon not less than ten (10) days’ notice. One member of each committee shall be appointed chairperson of such



committee. Each committee may adopt rules for its own management, to the extent not established by resolutions of the Board.

SECTION 5. Committee Meetings; Place of Meetings. Regular meetings of any committee shall be held at such times as each such committee or the Board may from time to time determine. Special meetings of any committee, which may be called only for a specific purpose or purposes, shall be held at any time upon call from the Secretary, upon the request of at least two members of such committee, the Chairperson of such committee, or the President. Regular and special meetings of committees shall be held at the principal office of the Authority or at such other place as each committee may from time to time determine.

SECTION 6. Quorum; Exercise of Powers. At a committee meeting, a majority of the number of members of the committee shall constitute a quorum for the transaction of any business or exercise of any power of the committee; a meeting at which less than a quorum shall attend, a majority of the committee members present shall have power to adjourn such meeting to such a time and place as they may deem appropriate. All action by a committee shall be taken by vote of a majority of the total number of the committee's members.

SECTION 7. Minutes. All committees shall keep minutes of their acts and proceedings, which shall be submitted to the Board.

SECTION 8. Open Meetings Law. All committee meetings shall be held in compliance with the Open Meetings Law.

## **ARTICLE V - OFFICERS**

SECTION 1. Election of Officers. The Board shall elect a President, one (1) or more Vice President(s), a Secretary, Treasurer, Finance Officer, and Ethics Officer from among the Directors of the Authority, along with a Contracting Officer who may be an employee of the Authority. A slate of candidates shall be presented to the Board by the Nominating Committee in advance of the Annual meeting for their consideration and officers shall be elected by the Board at the Annual meeting. The Board may also appoint an Assistant Secretary and/or Assistant Treasurer as it may deem necessary or convenient. Officer vacancies, for any reason, in any office created during a term shall be filled by the Board for the unexpired term at any Regular or Special meeting. Each such officer shall serve at the pleasure of the Board and until his or her successor shall have been duly elected or appointed and qualifies or until he or she has resigned, shall have deceased or shall have been removed as provided in Section 2 of this Article.

SECTION 2. Removal; Resignation. Any officer of the Authority may be removed with or without cause by a vote of a majority of the entire Board of the Authority then in office at a meeting called for that purpose whenever in their judgment the best interests of the Authority may be served thereby. Any officer may resign upon written notice to the President.

SECTION 3. President. The President shall preside over all meetings of the Board and shall be responsible to perform all other duties and functions assigned to him or her by the Board. The President shall also appoint members to the committees as provided under these By-laws. The President shall also convene special meetings of the Board when he or she becomes or is made aware of facts that warrant such action. The President shall also be responsible for doing, or causing to be done, all such other acts and things usually performed by a presiding officer.

SECTION 4. Vice President(s). Any one (1) or more of the Vice Presidents may be designated by the Board as a First Vice President. At the request of the President, or in his or her absence or disability, the First Vice President shall perform the duties and exercise the functions of President. If there be no First Vice President, or if there be more than one (1), the Board may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions; if such determination is not made by the Board, the President shall make such determination; otherwise, any of the Vice Presidents may perform any of such duties or exercise any of such functions. Each Vice President shall have such other powers and duties as may be properly designated by the Board and the President.

SECTION 5. Secretary. The Secretary shall keep minutes of all meetings of the Board in books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as otherwise required by law. These duties may be delegated to office staff with the Secretary's signature affixed to each Board's meeting minutes. The Secretary shall have such other powers and duties as may be properly designated by the Board and the President.

SECTION 6. Treasurer. The Treasurer shall be responsible for having an annual budget and quarterly and annual financial reports produced and brought before the Board for review and approval. The Treasurer shall have such other powers and duties as may be properly designated by the Board or the President.

SECTION 7. Finance Officer. The Finance Officer shall be appointed by resolution of the Board and shall be responsible for overseeing and facilitating the duties of the Finance and Audit committees. The Finance Officer shall have such other powers and duties as may be properly designated by the Board or the President.

SECTION 8. Ethics Officer. The Ethics Officer shall be appointed by resolution of the Board and shall be responsible for maintaining files containing Conflict of Interest and Financial Disclosure matters for both members of the Board and employees of the Authority. The Ethics Officer shall have such other powers and duties as may be properly designated by the Board or the President.

SECTION 9. Contracting Officer. The Contracting Officer shall be appointed by resolution of the Board and shall be responsible for the acquisition and disposition of property of the Authority. The Contracting Officer shall serve as the Authority's: (a) contracting officer and procurement

officer, for purposes of the NYPAL; and (b) records access officer, for purposes of Article 6 of the New York Public Officers Law.

## **ARTICLE VI - FISCAL YEAR AND ACCOUNTING**

The Authority shall install a standard system of accounting and provide other accounting appurtenances for the Authority which are consistent with generally accepted accounting principles and which conform to the requirements of law for a public authority. The books and records of the Authority shall be maintained on a fiscal year basis commencing on the first (1st) day of April and ending on the thirty-first (31st) day of March of the following year. The books, records, property and business of the Authority shall be examined at the end of each fiscal year by a certified public accountant.

## **ARTICLE VII - SEAL OF THE AUTHORITY**

The Seal of the Authority shall be in the form of an outline map of the seven (7) counties comprising the District, with the names of the counties within the outline and shall bear the name of the Authority and the date of its creation.

## **ARTICLE VIII – INDEMNIFICATION**

SECTION 1. Right of Indemnification. To the extent and in the manner permitted by law, as such law now exists or may hereafter be adopted or amended, the Authority shall indemnify, defend and hold harmless any person made or threatened to be made a party to an action or proceeding by or in the right of the Authority to procure a judgment in its favor, by reason of the fact that he/she, his/her testator or intestate, is or was a Board member, officer or employee of the Authority.

SECTION 2. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any other rights to which any Board member, officer or employee of the Authority or other person may now or hereafter be otherwise entitled, whether contained in the NYPAL, the New York Public Officers Law, these By-laws, a resolution of the Board, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Board member, officer or employee of the Authority or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Authority or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

SECTION 3. Severability. If this Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VIII shall remain fully

enforceable. Any payments made pursuant to this Article VIII shall be made only out of funds legally available therefor.

### **ARTICLE IX - AMENDMENTS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Authority by a two-thirds (2/3) vote of the entire Board at any meeting for which at least thirty (30) days prior notice has been given to all Directors provided no amendment of these By-laws shall be inconsistent with the NYPAL, including Title II, Article 4 of the NYPAL.

### **ARTICLE X - PUBLIC AUTHORITIES ACCOUNTABILITY ACT**

The Authority is subject to the Public Authorities Accountability Act of 2005, as amended, from time to time, and shall, among other things: (a) undergo annual independent audits and submit the results of such audits to the New York State Authorities Budget Office (the “ABO”); (b) prepare and submit its annual budget to the ABO; (c) adopt various ethical, reporting, property disposition and disclosure policies; and (d) make specific information available to the public through the Authority’s website.

Adopted April 22, 2011; revised \_\_\_\_\_, 2023.



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## **BYLAWSBY-LAWS OF THE CENTRAL NEW YORK REGIONAL MARKET AUTHORITY**

### **ARTICLE I -- NAME; ~~Office~~OFFICE**

SECTION 1. Name and Description. This Public Authority shall be known as the Central New York Regional Market Authority (~~hereinafter~~ the "Authority"), a public benefit corporation, authorized and created by Title 2 of Article 4 of the Public Authorities Law of the State of New York ("NYPAL").

SECTION 2. Geographic District. The geographic district over which the Authority has jurisdiction shall be known as the Central New York Regional Market District ("District") which shall, for administrative purposes, embrace all the territory included within the counties of Cayuga, Cortland, Madison, Oneida, Onondaga, Oswego and that territory included within Wayne County lying east of the new pre-emption line.

SECTION 3. Office. The principal offices of the Authority shall be located at 2100 Park Street, Syracuse, New York. The principal facility of the Authority shall be known as the Central New York Regional Market Authority ("Market").

### **ARTICLE II - OBJECTIVES, PURPOSES AND POWERS**

SECTION 1. Mission. The mission of the Authority is to provide facilities, programs and services to promote opportunities for agriculture and commerce in Central New York.

SECTION 2. Purpose and Objectives. The objectives, purposes and powers of the Authority shall be those as are prescribed in Title 2, Article 4 of the NYPAL as it now exists and as it may hereafter be amended. These objectives include, but are not limited to:

1. Provide a facility for buying and selling of agricultural products, including both wholesale and retail.
2. Incubate small businesses that make the Market more convenient, efficient, profitable or successful.
3. Develop uses for the facility in such a way as to promote agriculture, commerce and community values.

## ARTICLE III - DIRECTORS

SECTION 1. ~~Number of Directors.~~ The Board of Directors of the Authority (the “Board”) shall consist of thirteen (13) members: ~~(each, a “Director”)~~, as follows:

1. The Commissioner of the New York State Department of Agriculture and Markets, or his or her representative appointed by him or her, shall be a member ex-officio with the same voting power as any other ~~member~~Director.

2. The board of supervisors (or such other applicable legislative body) of each of the counties in the District, in accordance with Section 827 of the NYPAL, shall each name Directors as follows:

Three (3) ~~members~~Directors from Onondaga County, ~~two~~;

Two (2) ~~members~~Directors, each, from the counties of: Oswego, Madison, and Cayuga; and ~~one~~

One (1) ~~member~~Director, each, from the counties of: Cortland, Oneida, and Wayne; ~~with each member being appointed by the legislative body of the particular county in accordance with the provisions of Section 827 of the NYPAL.~~

SECTION 2. ~~Appointment and term; vacancy.~~Term; Vacancy. Following his or her appointment, each ~~member~~Director shall continue as a Director during the pleasure of the body appointing him or her. Each Director shall, before entering the duties of his or her office, take the constitutional oath of office and file a duplicate original of the same with the Secretary of State of the State of New York. Upon a vacancy occurring, by the filing with the Secretary of the Authority of a duly certified resolution of the legislative body signifying that an appointment has been terminated, or upon the resignation of the Director, or a vacancy occurring in any other manner, such a vacancy shall be filled in a manner which is consistent with the original appointment of the Director. ~~Each Director shall, before entering the duties of his or her office, take the constitutional oath of office and file a duplicate original of same with the Secretary of State of the State of New York.~~

~~SECTION 3. Removal by the Governor of the State of New York.~~

SECTION 3. Removal of Directors. Every Director, except ex-officio Directors, shall be removable by the legislative body empowered to appoint such Director, for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office, *provided, however, that such Director shall be given a copy of the charges against him or her and an opportunity of being heard in person, or by counsel, in his or her defense upon not less than ten (10) days’ notice.*

SECTION 4. Removal by the Governor of the State of New York. In addition to being able to be removed by the appointing legislative body, or pursuant to the provisions of the enabling legislation or these ~~Bylaws~~By-laws, any Director may be removed by the Governor of the State of New York for inefficiency, neglect of duty or misconduct in office, after a hearing upon charges and an opportunity to be heard in person or by an attorney of his or her choice upon not less than ten (10) days’ notice. Any vacancy occurring as a result of such removal ~~will~~shall be filled in a manner consistent with the enabling legislation of the Authority and these ~~Bylaws~~By-laws.

SECTION ~~4~~5. Powers of the Directors. The duties of the Board ~~of Directors of the Authority~~ shall be as follows:

1. Hire an Executive Director who is responsible for the management and administration of the Authority, its programs facilities and services. The Executive Director shall work under the guidance of the Board ~~of Directors~~. The Board ~~of Directors~~ may make recommendations or suggestions as from time to time may be necessary.
2. Make policies, rules and regulations for the operation of the Market. The Executive Director and his/her staff shall carry out these policies, rules and regulations. Interim policies may be determined by the Executive Director in keeping with the spirit of the established policies, rules and regulations. These interim policies should be brought before the Board ~~of Directors~~ for their formal approval as soon as practical.
3. Establish and approve leases, legal contracts, rentals and license fees relative to business done upon the Market or involving the use of the buildings of the Authority. Rental fees for special short term uses of the Authority may be determined by the Executive Director. The Board ~~of Directors~~ shall provide and enforce penalties and liquidated damages relative to breaches of such rules and regulations and any contracts entered into.
4. All checks must be signed by the Executive Director and one ~~member of the Board of Directors~~ Director that is authorized by resolution of the Board ~~of Directors~~ to sign checks. In the absence of Executive Director, checks may be signed by any two ~~members of the Board of Directors~~ who are authorized to sign checks.
5. Acquire, lease, erect, construct, equip and oversee the maintenance and operations of the Market facilities within the District, and for such purposes, to acquire real property within the District, by agreement or condemnation, including options and leases thereon, as well as other forms of acquisition, and to improve and equip the same, as the Board ~~of Directors~~ may deem necessary, convenient and advisable.
6. Execute contracts, bonds, certificates of indebtedness and other instruments of obligation, and to sell or otherwise dispose of same in such amounts and at such rates of interest as the Board ~~of Directors~~ shall deem advisable. This shall include the power to dispose of its bond or other obligations to, and to borrow money from, the United States of America or the State of New York, or any agency or instrumentality thereof, or any corporation owned or controlled by the United States, or the State of New York.
7. The Board ~~of Directors~~ will review and approve an annual operating budget along with a five (5) year financial plan for the Authority developed and submitted by the Treasurer and the Executive Director. A quarterly financial report of the Authority should be reviewed and approved by the Board ~~of Directors~~.
8. Act as a court of last resort for formal grievances involving the management of the Authority.
9. To exercise such other powers as provided for in Section 828 of the NYPAL or applicable law.

SECTION ~~5~~6. Meetings. The Annual meeting of the Board ~~of Directors~~ shall be held during the month of April at a date and time selected by the Board ~~of Directors~~. Quarterly and Regular

meetings of the Board ~~of Directors~~ shall be held at such times as the Directors may from time to time determine. Special meetings of the Board ~~of Directors~~ shall be held at any time, upon the call of the President or upon the written request of a majority of the Board ~~of Directors~~.

#### SECTION 6.

SECTION 7. Place of Meetings. The Annual, Regular, Quarterly and Special meetings of the Board ~~of Directors~~ shall be held at the principal ~~offices~~ office of the Authority located at 2100 Park Street, Syracuse, New York, or at such other place within the District as may from time to time be designated by the Board ~~of Directors~~.

#### SECTION 8.

~~SECTION 7.~~ Notice of Meeting. Notice of the time and place of every Annual, Regular, Quarterly, and Special ~~and Annual~~ meeting shall be given in writing to each Director by delivering the same to him or her, personally or shall be mailed or electronically mailed to each Director, postage prepaid and addressed to him or her at the last known address or e-mail address for said Director as shown on the records of the Authority, at least three (3) days prior to such meeting. In addition, notice of any meeting of the Board ~~of Directors~~ shall be conspicuously posted in one or more designated public locations at least seventy-two (72) hours before such meeting. Notwithstanding the foregoing, if any law of the State of New York shall impose upon the Authority a more stringent notice requirement for the giving of notice for meetings of the Board ~~of Directors~~, then such notice shall be given consistent with such law. No notice of any adjourned or postponed meeting of the Board ~~of Directors~~ need be given other than by announcement at the meeting.

SECTION 89. Quorum and Action by the Board ~~or Directors~~. One more than one half of the ~~whole number of the Board of~~ duly qualified Directors shall constitute quorum for the transaction of business, *provided, however*, that at a meeting at which less than a quorum shall attend, ~~two (2) or more~~ a majority of the Directors present shall have power to adjourn such meeting to such a time and place as they may deem appropriate. Once a quorum is established for a particular meeting, said quorum is not broken by the subsequent departure of a Director or Directors. At all meetings of the Board ~~of Directors~~, each Director shall be entitled to one (1) vote. ~~An act~~ The concurrence of one more than one half of the ~~Board~~ duly qualified Directors at a meeting at which quorum is present shall be ~~an act~~ necessary to the validity of any resolution, order or determination of the Authority. ~~For the purpose of this section, the words "whole number" shall be construed to mean the total number which such Board of Directors would have were there no vacancies and were none of the members of such Board of Directors disqualified from acting.~~

SECTION 910. Open Meetings Law. All meetings of the Board shall be held in compliance with Article 7 of the New York Public Officers Law (the "Open Meetings Law"). ~~No action may be taken by the Authority without a meeting where the Board members are present either in person or by videoconference, as permitted by Section 104 of the Open Meetings Law.~~ "Open Meetings Law").

SECTION 1011. Compensation. Directors shall not receive a salary or any other compensation but shall be paid actual expenses incurred in attending meetings of the Board ~~of Directors~~ and in performing committee work assigned to them by the Board ~~of Directors~~. Expenses for travel shall



not exceed the per mile rate allowed state employees for use of their personal vehicles. Expenses of a special or extraordinary nature may be allowed by resolution of the Board ~~of Directors~~.

SECTION 11-12. Directors Not to be Interested in Transactions. No Director shall be interested, directly or indirectly, in any transaction with the Authority, except the leasing as a grower of a stall or stalls upon the market and such transactions as are ordinarily incidental thereto.

#### ARTICLE IV – COMMITTEES

SECTION 1. Standing Committees. The ~~Board or the~~ President ~~of the Board of Directors of the Authority shall~~ shall appoint, which appointments ~~are~~ shall be subject to the approval of the Board ~~of Directors~~, standing committees of three (3) or more ~~Independent Directors to assist Directors~~ (who, as applicable, shall be “independent members” as that term is defined in Section 2825 of the NYPAL) to serve at the pleasure of the Board ~~of Directors in its role in planning affairs of the Authority. However, the President of the Board of Directors may make changes to the Independent Directors that serve on the Authority’s standing committees as necessary.~~ Such committees shall have those powers conferred upon them from time to time by resolution of the Board ~~of Directors~~. Standing committees and their duties shall be as follows:

##### 1. PERSONNEL AND NOMINATING COMMITTEE

- (a) Oversee salaries, wages and benefits of employees, including the Executive Director.
- (b) Court of last resort for employee grievances.
- (c) Prepare slate of officers for ~~annual~~ Annual meeting.
- (d) Recommend ~~Board~~ officers when vacancies occur.
- (e) Other duties and responsibilities as may be assigned from time to time by the Board.

##### 2. RULES AND FACILITIES COMMITTEE

- (a) Review and recommend updates to the Authority’s Rules and Regulations annually.
- (b) Review and make recommendations concerning tenant issues and the use of the Authority’s facilities.
- (c) Other duties and responsibilities as may be assigned from time to time by the Board.

##### 3. FINANCE PLANNING AND DEVELOPMENT COMMITTEE

- (a) Assist the Executive Director in preparing annual budget for ~~Board of Director’s~~ Board’s approval; and
- (b) Assist the Executive Director in preparing a five (5) year Financial Plan for Board ~~of Directors~~ approval.

(c) Review and make recommendations to the Board ~~of Directors~~ regarding financial planning and development for the Authority's future.

(d) Other duties and responsibilities as may be assigned from time to time by the Board.

To the extent the Authority issues debt, the Finance Planning and Development Committee shall be comprised of not less than three independent members, who shall constitute a majority on the Finance Committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. In addition to the above mentioned duties, it shall be the responsibility of the members of the Finance Planning and Development Committee to: Review proposals for the issuance of debt by the Authority and make recommendations.

#### 4. AUDIT COMMITTEE

The Audit Committee shall be comprised of not less than three (3) independent members, who shall constitute a majority on the Audit Committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee. Members of the Audit Committee shall be familiar with corporate financial and accounting practices. The Audit Committee shall:

(a) Recommend to the Board the hiring of a certified independent accounting firm for the Authority.

(b) Establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes.

~~(a)~~(c) \_\_\_\_\_ Appoint and oversee any financial audits or investigations initiated by the Authority.

~~(b)~~(d) \_\_\_\_\_ Review and recommend financial policies and procedures.

~~(c)~~(e) \_\_\_\_\_ Oversee and review internal financial controls as needed.

~~(d)~~(f) \_\_\_\_\_ Review and plan for areas of risk management.

~~(e)~~(g) \_\_\_\_\_ Present annual financial audit for Board ~~of Directors~~ review and approval.

~~(f)~~(h) \_\_\_\_\_ Meet with and review audits prepared by state auditors.

(i) Other duties and responsibilities as may be assigned from time to time by the Board.

#### 5. GOVERNANCE COMMITTEE

The Governance Committee shall be comprised of not less than three (3) independent members, who shall constitute a majority on the Governance Committee, and who shall possess the necessary skills to understand the duties and functions of the Governance Committee. It shall be the responsibility of the members of the Governance Committee to:

(a) Keep the Board informed of current best governance practices.

(b) Review corporate governance trends.

- (c) Recommend updates to the Authority's corporate governance principles.
- (d) Advise appointing authorities on the skills and experiences required of potential Directors.
- (e) Examine ethical and conflict of interest issues, including oversight of the Authority's policies including the Code of Ethics Policy and Conflict of Interest Policy.
- (f) Perform Board self-evaluations, Governance Committee self-evaluations, and evaluations of the Executive Director.
- (g) Recommend by-laws which include rules and procedures for conduct of Board business.
  - ~~○ Review and recommend organizational structure of the Authority.~~
  - ~~○ Review and recommend updates to the Bylaws of the Authority.~~
- (a)(h) Review and recommend and updates to the Strategic Plan.
  - ~~○ Oversight of the Authority's policies including the Ethics Policy.~~
- (b)(i) Makes recommendations Other duties and responsibilities as may be assigned from time to time by the Board of Directors regarding best governance practices.
  - ~~○ Evaluations of the Executive Director.~~
  - ~~○ Facilitates Board of Directors self evaluation.~~
  - ~~○ Performs self evaluation of Governance Committee.~~

## 6. ETHICS COMMITTEE

- (a) Oversee and facilitate the reporting of financial disclosures for both members of the Board ~~of Directors~~ and the employees of the Authority.
- (b) Review and investigate any reported violations of the Authority's Ethics Policy.
- (c) Review and update Ethics Policy as needed.

## ~~SECTION 12. Executive Committee.~~

- (d) ~~(a)~~ Other duties and responsibilities as may be assigned from time to time by the Board.

## 7. EXECUTIVE COMMITTEE

- (a) The ~~Authority's~~ Board ~~of Directors~~ shall elect ~~members of the Board of~~ Directors to serve on an Executive Committee comprised of not more than ~~five~~ (7) members. The members of the Executive Committee shall serve at the pleasure of the Board ~~of Directors~~.

- (b) ~~(b)~~—The Executive Committee shall elect its officers of ~~that~~the committee at a meeting there of to be held within thirty (30) days subsequent to the date of the Annual meeting of the Board ~~of Directors~~.
- (c) ~~(c)~~—The Chairperson of the Executive Committee may appoint an Assistant Secretary of the Executive Committee. In the absence, disability, or refusal to serve of the Chairperson or Secretary, the Vice Chairperson shall perform the duties of the Chairperson and the Assistant Secretary, if any, shall perform the duties of the Secretary. In the absence of an Assistant Secretary, the Chairperson or Vice Chairperson presiding at the meeting may designate any other member of the Executive Committee to act as Secretary of the meeting.
- (d) ~~(d)~~—The Executive Committee shall meet upon the call of the Chairperson either upon his or her own initiative or whenever requested to do so by the President ~~of the Board of Directors of the Authority~~.
- (e) ~~(e)~~—Notice of such meetings shall be given to each member of the Executive Committee in such manner as the Chairperson shall deem advisable.
- (f) ~~(f)~~—The purpose of the Executive Committee shall be to develop and make recommendations to the Board ~~of Directors~~ concerning the coordination and management of the Authority, but the Executive Committee shall have no authority to act on behalf of the Board ~~of Directors~~, unless authorized to do so by resolution of the Board ~~of Directors~~.
- (g) ~~(g)~~—If the Board ~~of Directors~~ authorizes the Executive Committee to act on behalf of the Board ~~of Directors~~, four (4) members of the Executive Committee present shall constitute a quorum for the transaction of business and the concurrence of a majority of the members at a meeting shall be necessary for the validity of any resolution or determination of the Executive Committee.

SECTION ~~13-2~~. Other Standing Committees. By resolution, the Board ~~members~~ may from time to time designate other standing committees consisting of three (3) or more ~~Board members~~. Directors (who, as applicable, shall be “independent members” as that term is defined in Section 2825 of the NYPAL). Such standing committees shall have the powers set forth in the resolution creating the committee; ~~or as may be assigned from time to time by resolutions of the Board;~~ provided, however, that no ~~such~~ standing committee shall have the authority to: (a) take any action requiring approval of the Board; (b) fill vacancies among the Board ~~members~~ or on any committee; (c) amend or repeal these ~~Bylaws~~By-laws or adopt new ~~bylaws~~by-laws; or (d) amend or repeal any

resolution of the Board which by its terms is not subject to amendment or repeal by such committee.

SECTION ~~14.3.~~ Special Committees. The President may, with the consent of the Board, designate special committees of the ~~Authority~~Board. Such special committees of the Board shall have only the duties and powers specifically delegated to them by the Board and in no event shall have powers which are not authorized for standing committees.

~~SECTION 15. Open Meetings Law. All meetings of committees at which two (2) or more Board members are present shall be held in compliance with the Open Meetings Law.~~4. General. The Board or the President, subject to the approval of the Board, shall appoint members of all committees. Appointments to committees will be made annually, or at such other time deemed necessary by the President, Board, or Chairperson of a committee. Each member of a committee shall serve until the next Annual meeting of the Board and until his or her successor is appointed. Committee members may be removed from committees by the Board or President for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office, provided, however, that such member shall be given a copy of the charges against him or her and an opportunity of being heard in person, or by counsel, in his or her defense upon not less than ten (10) days' notice. One member of each committee shall be appointed chairperson of such committee. Each committee may adopt rules for its own management, to the extent not established by resolutions of the Board.

~~SECTION 16. Interested Board Members. No member of the Board shall be interested, directly or indirectly, in any transaction with the Authority, except the leasing as a commercial vendor and/or tenant.~~

SECTION 5. Committee Meetings; Place of Meetings. Regular meetings of any committee shall be held at such times as each such committee or the Board may from time to time determine. Special meetings of any committee, which may be called only for a specific purpose or purposes, shall be held at any time upon call from the Secretary, upon the request of at least two members of such committee, the Chairperson of such committee, or the President. Regular and special meetings of committees shall be held at the principal office of the Authority or at such other place as each committee may from time to time determine.

SECTION 6. Quorum; Exercise of Powers. At a committee meeting, a majority of the number of members of the committee shall constitute a quorum for the transaction of any business or exercise of any power of the committee; a meeting at which less than a quorum shall attend, a majority of the committee members present shall have power to adjourn such meeting to such a time and place as they may deem appropriate. All action by a committee shall be taken by vote of a majority of the total number of the committee's members.

SECTION 7. Minutes. All committees shall keep minutes of their acts and proceedings, which shall be submitted to the Board.

SECTION 8. Open Meetings Law. All committee meetings shall be held in compliance with the Open Meetings Law.

## ARTICLE IV - OFFICERS

SECTION 1. Election of Officers. The Board ~~of Directors~~ shall elect a President, one (1) or more Vice President(s), a Secretary, Treasurer, Finance Officer, and Ethics Officer from among the Directors of the Authority, along with a ~~contracting officer~~ Contracting Officer who may be an employee of the Authority. A slate of candidates shall be presented to the Board ~~of Directors~~ by the Nominating Committee in advance of the Annual ~~Meeting~~ meeting for their consideration and officers shall be elected by the Board ~~of Directors~~ at the Annual ~~Meeting~~ meeting. The Board ~~of Directors~~ may also appoint an Assistant Secretary and/or Assistant Treasurer as it may deem necessary or convenient. Officer vacancies, for any reason, in any office created during a term shall be filled by the Board ~~of Directors~~ for the unexpired term at any ~~regular~~ Regular or ~~special~~ Special meeting. Each such officer shall serve at the pleasure of the Board ~~of Directors~~ ~~or~~ and until his or her successor shall have been duly elected or appointed and qualifies or until he or she has resigned, shall have deceased or shall have been removed as provided in Section 2 of this Article.

SECTION 2. Removal; Resignation. Any officer of the Authority may be removed with or without cause by a vote of a majority of the entire Board of ~~Directors~~ of the Authority then in office at a meeting called for that purpose whenever in their judgment the best interests of the Authority may be served thereby. Any officer may resign upon written notice to the President.

SECTION 3. President. The President shall preside over all meetings of the Board ~~of Directors~~ and shall be responsible to perform all other duties and functions assigned to him or her by the Board ~~of Directors~~. The President shall also appoint members to the committees ~~created~~ as provided under ~~Article III, Section 11 of these Bylaws~~ By-laws. The President shall also convene special meetings of the Board ~~of Directors~~ when he or she becomes or is made aware of facts that warrant such action. The President shall also be responsible for doing, or causing to be done, all such other acts and things usually performed by a presiding officer.

SECTION 4. Vice President(s). Any one (1) or more of the Vice Presidents may be designated by the Board ~~of Directors~~ as a ~~1<sup>st</sup>~~ First Vice President. At the request of the President, or in his or her absence or disability, the ~~1<sup>st</sup>~~ First Vice President shall perform the duties and exercise the functions of President. If there be no ~~1<sup>st</sup>~~ First Vice President, or if there be more than one (1), the Board ~~of Directors~~ may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions; if such determination is not made by the Board ~~of Directors~~, the President shall make such determination; otherwise, any of the Vice Presidents may perform any of such duties or exercise any of such functions. Each Vice President shall have such other powers and duties as may be properly designated by the Board ~~of Directors~~ and the President.

SECTION 5. Secretary. The Secretary shall keep minutes of all meetings of the Board ~~of Directors~~ in books provided for that purpose. ~~He or she~~ The Secretary shall see that all notices are duly given in accordance with the provisions of these ~~Bylaws~~ By-laws or as otherwise required by law. These duties may be delegated to office staff with the ~~Secretary's~~ Secretary's signature affixed to each ~~Board of Director's~~ Board's meeting minutes. The Secretary shall have such other powers and duties as may be properly designated by the Board ~~of Directors~~ and the President.

SECTION 6. Treasurer. The Treasurer shall be responsible for having an annual budget and quarterly and annual financial reports produced and brought before the Board ~~of Directors~~ for review and approval. The Treasurer shall have such other powers and duties as may be properly designated by the Board ~~of Directors~~ or the President.

SECTION 7. Finance Officer. The Finance Officer shall be appointed by resolution of the Board ~~of Directors~~ and shall be responsible for overseeing and facilitating the duties of the Finance and Audit committees. The Finance Officer shall have such other powers and duties as may be properly designated by the Board ~~of Directors~~ or the President.

SECTION 8. Ethics Officer. The Ethics Officer shall be appointed by resolution of the Board ~~of Directors~~ and shall be responsible for maintaining files containing Conflict of Interest and Financial Disclosure matters for both members of the Board ~~of Directors~~ and employees of the Authority. The Ethics Officer shall have such other powers and duties as may be properly designated by the Board ~~of Directors~~ or the President.

SECTION 9. Contracting Officer. The Contracting Officer shall be appointed by resolution of the Board ~~of Directors~~ and shall be responsible for the acquisition and disposition of property of the Authority. The Contracting Officer shall serve as the ~~Authority's~~ Authority's: (a) contracting officer and procurement officer, for purposes of the NYPAL; and (b) records access officer, for purposes of Article 6 of the New York Public Officers Law ~~("FOIL")~~.

#### **ARTICLE ~~V~~VI - FISCAL YEAR AND ACCOUNTING**

The Authority shall install a standard system of accounting and provide other accounting appurtenances for the Authority which are consistent with generally accepted accounting principles and which conform to the requirements of law for a public authority. The books and records of the Authority shall be maintained on a fiscal year basis commencing on the first (1st) day of April and ending on the thirty-first (31st) day of March of the following year. The books, records, property and business of the Authority shall be examined at the end of each fiscal year by a certified public accountant.

#### **ARTICLE ~~VI~~VII - SEAL OF THE AUTHORITY**

The Seal of the Authority shall be in the form of an outline map of the seven (7) counties comprising the District, with the names of the counties within the outline and shall bear the name of the Authority and the date of its creation.

#### **ARTICLE ~~VII~~VIII - INDEMNIFICATION**

SECTION 1. Right of Indemnification. To the extent and in the manner permitted by law, as such law now exists or may hereafter be adopted or amended, the Authority shall indemnify, defend and hold harmless any person made or threatened to be made a party to an action or proceeding by or in the right of the Authority to procure a judgment in its favor, by reason of the fact that he/she, his/her testator or intestate, is or was a Board member, officer or employee of the Authority.



SECTION 2. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article ~~VH~~VIII shall not be deemed exclusive of any other rights to which any Board member, officer or employee of the Authority or other person may now or hereafter be otherwise entitled, whether contained in the NYPAL, the New York Public Officers Law, these ~~Bylaws~~By-laws, a resolution of the Board, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article ~~VH~~VIII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Board member, officer or employee of the Authority or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Authority or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

SECTION 3. Severability. If this Article ~~VH~~VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article ~~VH~~VIII shall remain fully enforceable. Any payments made pursuant to this Article ~~VH~~VIII shall be made only out of funds legally available therefor.

#### ARTICLE ~~VIII~~IX - AMENDMENTS

The Board ~~of Directors~~ shall have the power to adopt, amend or repeal the ~~Bylaws~~By-laws of the Authority by a two-thirds (2/3) vote of the entire Board ~~of Directors~~ at any meeting for which at least thirty (30) days prior notice has been given to all Directors provided no amendment of these ~~Bylaws~~By-laws shall be inconsistent with the NYPAL, including Title II, Article 4 Sections 825 through 841 of the Public Authority's Law of New York State NYPAL.

#### ARTICLE ~~IX~~ X - PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Authority is subject to the Public Authorities Accountability Act of 2005, as amended, from time to time ~~(the "PAAA");~~, and shall ~~be required to~~, among other things: (a) undergo annual independent audits and submit the results of such audits to the New York State Authorities Budget Office (the ~~"ABO");~~ (b) prepare and submit its annual budget to the ABO; ~~and~~ (c) adopt various ethical, reporting, property disposition and disclosure policies; and (d) make specific information available to the public through the Authority's website.

Adopted \_\_\_\_\_; \_\_\_\_\_, 2023; revised April 22, 2011; ~~revised February 2020; revised August 2023.~~





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## GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the Central New York Regional Market Authority, a public benefit corporation established under the laws of the State of New York, on this \_\_\_\_\_ day of \_\_\_\_\_.

### **Purpose**

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Central New York Regional Market Authority;
- Updating the Central New York Regional Market Authority's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities, and professional or educational experiences necessary to be effective Board members.

### **Powers of the Governance Committee**

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement

guidelines as per Public Authorities Law Section 2879, and to present such contracts to the board for its approval.

### **Composition and Selection**

The governance committee shall be comprised of at least five (5) members of the Board of Directors. The Governance Committee members shall be appointed by, and will serve at the discretion of the Central New York Regional Market Authority's Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance Committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

### **Committee Structure and Meetings**

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person. Non-voting members may watch and listen to the meeting via Zoom call. However, members attending via Zoom call will not be counted toward quorum and will not be permitted to vote.

Meeting agendas will be prepared for every meeting and provided to the governance committee members prior to the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of majority of the members at a meeting or by unanimous consent. Minutes, records, and documents of these meetings are to be recorded and posted publicly in accordance with the Authority's policies and the requirements of the Authorities Budget Office (ABO).

### **Reports**

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or governance guidelines.

- Provide a self-evaluation of governance committee's functions on an annual basis.

## **Responsibilities**

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) The Authority's Board; (b) Evaluation of the Authority's policies; and (c) Other miscellaneous issues.

## **Relationship to the Authority's Board**

The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Authority's governance practices. These practices should address transparency, independence, accountability, fiduciary, responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Authority's governance process.

## **Evaluation of the Authority's Policies**

The Governance Committee Shall:

- Develop, review on a regular basis, and update as necessary the Authority's Code of Ethics and written policies regarding conflicts of interest. Such Code of Ethics and

policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

- Develop and recommend to the Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the board any required revisions to the Authority's equal opportunity and affirmative action policies.
- Develop and recommend to the board any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority's Board, such as the Authority's by-laws. The Governance Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

### **Other Responsibilities**

The Governance Committee Shall:

- Review on an annual basis the compensation and benefits for the Executive Director.
- Annually review, assess and make necessary changes to the Governance Committee Charter and provide a self-evaluation of the Governance Committee.



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## CENTRAL NEW YORK REGIONAL MARKET AUTHORITY

### CELL PHONE USE POLICY

**POLICY:** To establish guidelines for which the Central New York Regional Market Authority (“CNYRMA”) will manage the use of cellular telephones.

**PURPOSE:** It is recognized that the appropriate use of cell phones enhances productivity and safety and improves the cost-effectiveness of operations. Therefore, the Authority will provide a stipend for employees who use their personal cell phones for CNYRMA business.

**SCOPE:** The Executive Director or their designee shall determine on a monthly basis which employees are approved for such stipend.

#### PROCEDURE:

1. The cell phone number of the employees who receive a stipend for use of their personal cell phone shall be recorded and available for employee and security personnel, to ensure that the employee is available by phone at all times.
2. The following individual job titles shall receive monthly stipends designated by the CNYRMA Board of Directors for personal cell phone use.
  - Executive Director \$75 per month
  - Market Manager \$60 per month
  - Facilities Manager \$60 per month
  - Security Supervisor \$40 per month
3. Employee stipends shall be approved on a monthly basis by the Executive Director. Designated employees are expected to answer calls while not at work. This will be the basis for stipend approvals.
4. Employees who are charged with any violations resulting from the use of their cell phone while at work and while not at work will be solely responsible for all liabilities that result from such actions.

The Board of Directors approved this Policy at their meeting on 1/21/2014

Amended and restated this 4th day of April, 2023

Amended and restated this \_\_\_ day of \_\_\_\_\_, 2023



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## CENTRAL NEW YORK REGIONAL MARKET AUTHORITY

### EMAIL & COMPUTER USE POLICY

**POLICY:** To establish guidelines for which the Central New York Regional Market Authority (“Authority”) employees will manage the use of email addresses and computers provided to them by the Authority.

**PURPOSE:** It is recognized that misuse of Authority provided computers and email addresses is inappropriate, and such misuse reflect negatively upon the Authority and staff. This policy will clarify appropriate uses, and identify use that is deemed inappropriate.

**SCOPE:** The Executive Director or their designee shall determine which employees receive an Authority provided email address, as well as computers and other related equipment.

#### PROCEDURE:

1. The Executive Director will work with the Market Manager and Facilities Manager to coordinate provisions of Authority email addresses and computers to staff members who qualify for and require such accommodations.
2. When an employee is provided a computer or other piece of related equipment, the serial number and description of that equipment is recorded on the “Office Equipment Log” maintained by the Executive Director or their designee. (Exhibit A)
3. When an employee is provided an Authority issued email address, the email login and backup access data is maintained by the Executive Director or their designee.
4. All email accounts, computers, and related equipment are subject to access and inspection by the Executive Director or their designee at any time with or without notice.
5. Email addresses, computers, and other related equipment are provided for the purpose of completing work related to that specific employee’s job requirements with the Authority. Any use that is determined by the Executive Director or their designee to impose fees, penalties, or any form of unnecessary risk upon the Authority is restricted.
6. Employees must respect confidentiality of the electronic communications and data of any fellow employee, and must not attempt to access or hack into any accounts that they are not authorized access to.

7. Employees are restricted from changing any kind of access data, without prior notice and permission from the Executive Director or their designee. This sort of data includes, but is not limited to: passwords, recovery phone numbers, recovery email addresses, etc.
8. The Executive Director or their designee reserves the right, at any time, to revoke email and computer use privileges from any employee who has been found to be in violation of any of the terms of this policy.
9. The Authority reserves the right to assess fees to any employee, in the amount of the cost for full replacement, for damages or loss of equipment due to malicious intent.

The Board of Directors approved this Policy at their meeting on \_\_\_\_\_, 2023.