

Revision April 22, 2011

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

ARTICLE I - NAME

This Public Authority shall be known as the Central New York Regional Market Authority (hereinafter the "Authority"), a non-profit public benefit corporation, authorized and created by Title 2 of Article 4 of the Public Authorities Law of the State of New York. 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. 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

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

The objectives, purposes and powers of the Authority shall be those as are prescribed in Title 2, Article 4 of the Public Authorities Law of the State of New York as it now exists and as it may hereafter be amended. These objectives may 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. The Board of Directors of the Authority shall consist of thirteen (13) members, 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.
2. Three (3) members from Onondaga County, two (2) members each from the counties of Oswego, Madison and Cayuga and one (1) member 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 Public Authorities Law of the State of New York.

SECTION 2. Appointment and term; vacancy. Following his or her appointment, each member shall continue as a Director during the pleasure of the body appointing him or her. 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. 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.

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

1. Hire an Executive Director who would be 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 Executive Committee. In the absence of the Executive Director, checks may be signed by any two members of the Executive Committee.
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 Public Authority's Law of New York State.

SECTION 5. 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 meetings of the Board of Directors shall be held in the months of January,

April, July and October, Regular meetings may 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. Any member not attending at least two (2) of the Quarterly Meetings of the Board of Directors within a calendar year, without a showing that his or her absence was for reasons beyond his or her control, may be removed as a Director of the Authority by a two-thirds vote of all the members of the Board of Directors. The vacancy will be filled consistent with the enabling legislation of the Authority and these By-laws.

SECTION 6. Place of Meetings. The Annual, Regular and Special meetings of the Board of Directors shall be held at the principal offices 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 7. Notice of Meeting. Notice of the time and place of every Regular, 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 to each Director, postage prepaid and addressed to him or her at the last known address for said Director as shown on the records of the Authority, prior to the 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 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 8. Quorum and Action by the Board or Directors. Seven (7) Directors of the Board of Directors shall constitute a quorum for the transaction of business and the concurrence of not less than a majority of the whole number of such Board of Directors may perform and exercise the powers authorized to such Board of Directors by the Authority's Enabling Legislation and these By-Laws, provided, however, that at a meeting at which less than a quorum shall attend, two (2) or more Directors present shall have power to adjourn such meeting to such a time and place as they may deem appropriate. 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. 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.

SECTION 9. Personal Attendance by Conference Communication. Any Director of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at the meeting.

SECTION 10. 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. Standing Committees. The President of the Authority shall appoint, which appointments are subject to the approval of the Board of Directors, standing committees of three (3) or more Directors and/or independent members to assist the Board of Directors in its role in planning affairs of the Authority. Such committees shall have those powers conferred upon them by the Board of Directors. Standing committees and their duties shall be as follows;

- a. PERSONNEL AND NOMINATING
  - o Oversee salaries, wages and benefits of employees.
  - o Court of last resort for employee grievances.
  - o Prepare slate of officers for annual meeting.
  - o Recommend Board officers when vacancies occur.
- b. RULES AND FACILITIES
  - o Review and recommend updates to the Authority's Rules and Regulations annually.
  - o Review and make recommendations concerning tenant issues and the use of the Authority's facilities.
- c. FINANCE PLANNING AND DEVELOPMENT
  - o Assist Executive Director in preparing annual budget for Board of Director's approval.

- o Assist Executive Director in preparing a five (5) year Financial Plan for Board of Directors approval.
- o Review and make recommendations to the Board of Directors regarding financial planning and development for the Authority's future.

d. AUDIT

- o Appoint and oversee any financial audits or investigations initiated by the Authority.
- o Review and recommend financial policies and procedures.
- o Oversee and review internal financial controls as needed.
- o Review and plan for areas of risk management.
- o Present annual financial audit for Board of Directors review and approval.
- o Meet with and review audits prepared by state auditors.

e. GOVERNANCE

- o Review and recommend organizational structure of the Authority.
- o Review and recommend updates to the By-Laws of the Authority.
- o Review and recommend updates to the Strategic Plan.
- o Oversight of the Authority's policies including the Ethics Policy.
- o Makes recommendations to the Board of Directors regarding best governance practices.
- o Evaluations of the Executive Director.
- o Facilitates Board of Directors self evaluation.
- o Performs self evaluation of Governance Committee.

f. ETHICS

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

SECTION 12. Executive Committee.

(a) There shall be an Executive Committee of seven (7) members as follows:

1. The Commissioner 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.
2. The current five Executive officers of the Board of Directors.

3. One at-large member who shall be (President, First Vice-President, Second Vice-President, Treasurer and Secretary) appointed by resolution of the Board of Directors at its Annual meeting.
  4. The Executive Committee shall elect its officers of that 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.
- (b) The Chairperson of the Executive Committee may appoint an Assistant Secretary of said 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.
  - (c) 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 Authority.
  - (d) Notice of such meetings shall be given to each member of the Executive committee in such manner as the Chairperson shall deem advisable. 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.
  - (e) When the Board of Directors is not in session, the Executive Committee shall possess such administrative and other powers of the Board of Directors as shall from time to time be delegated to it by a resolution of the Board of Directors, or by special request of the President of the Board of Directors which are not inconsistent with the enabling legislature these By-Laws and any law or statute of the State of New York.

#### **ARTICLE IV - OFFICERS**

SECTION 1. Election of Officers. The Board of Directors shall elect a President, one 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 of Directors by the Nominating Committee in advance of the Annual Meeting for their consideration and officers shall be elected by the Board of

Directors at the Annual 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 or special meeting. Each such officer shall serve at the pleasure of the Board of Directors or 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. 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.

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 under Article III, Section 11 of these 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 or more of the Vice Presidents may be designated by the Board of Directors as a 1<sup>st</sup> Vice President. At the request of the President or in his or her absence or disability, the 1<sup>st</sup> Vice President shall perform the duties and exercise the functions of President. If there be no 1<sup>st</sup> 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 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 of Director'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.

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

The Seal of the Authority shall be in the form of an outline map of the seven 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 - INDEMNIFICATION**

The Authority shall indemnify and save harmless any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she, his or her Executor or Administrator, is or was a director or officer of the Authority, in the manner and to the maximum extent permitted by the laws of the State of New York, as they exist now and as they may be amended from time to time.

#### **ARTICLE VIII - AMENDMENTS**

The Board of Directors 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 of Directors at any meeting for which at least 30 days prior notice has been given to all Directors provided no amendment of these By-Laws shall be inconsistent with Title II Article 4 Sections 825 through 841 of the Public Authority's Law of New York State.