

BY-LAWS OF

SOUTHERN TIER WEST REGIONAL PLANNING & DEVELOPMENT BOARD

CENTER FOR REGIONAL EXCELLENCE

4039 ROUTE 219, SUITE 200

SALAMANCA, NEW YORK 14779

WHEREAS, it is desirable and mutually agreed to expand the Southern Tier West Regional Planning & Development Board, and

WHEREAS, it is also desirable and mutually agreed that the Planning Board be constituted and governed by current local, State, and Federal standards and criteria, and,

WHEREAS, it is essential and mutually agreed that the Southern Tier West Regional Planning & Development Board be governed by rules for the efficient and proper administration of its affairs, it is,

THEREFORE, DULY RESOLVED that the following rules are hereby adopted as the By-Laws of this planning and development board.

ARTICLE I – NAME

Section 1

The Board shall be known as the Southern Tier West Regional Planning and Development Board, and shall assume all of its monies, records, reports, and maps as an independent fiscal agency, together with the powers, duties, obligations, contracts, and liabilities of a regional planning board under the laws of New York State. Its central offices shall be as determined by the majority of the Board at a regularly scheduled meeting of the Board.

ARTICLE II – MEMBERSHIP

Section 1 – Members

The member entities shall be: the County of Allegany, the County of Cattaraugus, the County of Chautauqua, and the Seneca Nation of Indians.

Section 2 – Representation

The head of the governing body of each constituent entity (Executive, Chairman, or President) shall appoint the representatives from each County and one (1) representative from the Seneca Nation of Indians. In the case of County appointments, at least one (1) representative shall be appointed from the elected governing body of the County. The representatives' term of office shall be three (3) years, and they shall serve until resignation or until a successor is appointed by the head of the governing body of the constituent entity. The power to appoint a representative shall be vested solely with the head of government of each constituent entity, who shall notify the Board in writing of such appointment within ten (10) days thereafter.

Section 3 – Ex-Officio

Ex-Officio member shall be those determined by statute and those enabling resolutions by the member counties creating the Regional Planning & Development Board. Ex-Officio members shall be considered eligible for appointment as voting representatives of the Board.

Section 4 – Liaison

As deemed appropriate or expedient, liaison representatives may be designated by the heads of government of the counties or may be invited by the Board from local, State, and/or Federal agencies.

ARTICLE III – MEETINGS

Section 1 – Regular

The Board shall convene a regular meeting each month, the day to be determined by consensus of the Board. In the event of any conflict, the Chairman, in consultation with the Executive Director, may either change or cancel a meeting.

Section 2 – Special

Special meetings shall be held at a time and place designated by the officer calling the same, and shall be called by the officer serving as Chairman. Verbal or written notice shall be given to all members not less than twenty-four (24) hours in advance thereof.

Section 3 – Emergency

An emergency meeting may be called in such cases that the essence of time prohibits the giving of twenty-four (24) hours' notice.

Section 4 – Executive Session

All meetings shall be open to the public and the press, except those meetings or portion thereof that the presiding officer may designate as an executive session. The Board may, by simple majority vote, declare an executive session.

ARTICLE IV – QUORUM

Section 1 – Quorum by Attendance

At any meeting of the Board, a quorum shall consist of a simple majority of the total of the representation of the constituent entities. In a sixteen (16) member structure, representation by nine (9) of the voting members shall constitute a quorum, provided, however, that at least one (1) member of any one constituent county be present.

Section 2 – Quorum by Poll

In the lack of a quorum, those Board members present may, by simple majority vote, authorize the presiding officer to secure a quorum vote on any question by telephone, mail, or personal contact. Such authorization shall direct whether such polling shall be limited to the obtaining of a simple quorum by alphabetical listing procedure, or shall require the polling of the entire absentee representation.

Section 3 – Ex-Officio and Liaison

Ex-Officio and liaison members shall not have voting powers.

Section 4 – Voice and Roll Call

Voting shall be by voice. Any member, with a proper second, may call for a roll call vote.

Section 5 – Conflict of Interest

No member shall abstain from voting, either aye or nay, except for a conflict of interest. In the event that any member present shall have a conflict of interest, he shall declare that conflict to the Board and request permission of the Board to abstain from voting. When permission is granted to abstain, the Secretary shall cause to be recorded in the minutes that no vote was cast by that member.

Section 6 – Dissenting Votes

The Secretary shall cause to be recorded, as a matter of record, the names of both the ayes and nayes of any roll call vote or other vote which is not unanimous, at the request of any member.

ARTICLE VI – PROCEEDINGS

Section 1 – Agenda

At any regular meeting of the Board, the following shall be the regular order of business:

1. Call to order
2. Roll call or sign-in sheet
3. Approval of minutes of preceding meeting
4. Communications
5. Acknowledge receipt of Project Review Report
6. Committee reports
7. Executive Director's Report
8. Old business
9. New business
10. Adjournment

Section 2 – Minutes

The minutes of each past meeting, together with a tentative agenda for the succeeding meeting shall be prepared by the Executive Director and mailed to each member at least four (4) days prior to the meeting.

ARTICLE VII – RULES OF PROCEDURE

Sections 1 – Roberts' Rules of Order

All meetings of the Board shall be conducted in accordance with "Roberts' Rules of Order".

Section 2 – Presiding Officer

In the absence, disability, or disqualification of all elected officers of the Board, the Executive Director shall conduct an election, by simple majority, to elect a chairman pro-tem to conduct the meeting. In the absence, disability, or disqualification of the Executive Director, in such cases as the foregoing, the Board itself shall conduct an election and appoint, by simple majority, a chairman pro-tem and a secretary pro-tem.

ARTICLE VIII – OFFICERS

Section 1

The officers of the Board shall consist of a Chairman, Vice Chairman, Secretary, and Fiscal Officer. All officers, except the Fiscal Officer shall be voting members of the Board. The elected officers shall comprise the Executive Committee. The Executive Committee shall contain at least one member from each county.

ARTICLE IX – DUTIES OF OFFICERS

Section 1 – Chairman

- To preside at all meetings of the Board;
- To call special or emergency meetings of the Board in accordance with the provisions of these By-Laws;
- To sign all official documents of the Board in accordance with the provisions of these By-Laws;
- To appoint committees and subcommittees, and to appoint all Southern Tier West (STW) Committee Chairmen, and said appointees shall be voting members of the Board, and shall serve at the pleasure of the STW Chairman with the right of removal by said Chairman should it be deemed proper;
- To see that all reports, documents and actions of the Board are properly made, executed, filed, or taken, as the case may be, in accordance with law and the actions and regulations of the Board;
- To keep the Board or its constituent municipalities informed of all matter referred to him that bear on the Board or its municipalities;
- To enter into contracts authorized by the Board and act as signatory agent for the Board on matters where special authority has been delegated to the Board by the Legislatures of the three constituent counties;

- To conduct the usual and normal business of the Board between its regular meetings;
- And to respond to correspondence and inquiries pertaining to Board affairs.
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Section 2 – Vice Chairman

- To exercise or perform all the duties and be subject to all the responsibilities of the Chairman during the absence, disability, or disqualifications of the Chairman, and act as parliamentarian at all meetings of the Board.

Section 3 – Secretary

- To supervise the keeping of all minutes of all meetings of the Board in the official minute book;
- To give and serve, or cause to give and serve, all notices required by law or by these By-Laws;
- To lay before the Board, by reading or mailing, or causing to be read or mailed, official correspondence received by the Board relating to the business of the Board;
- To exercise or perform all the duties and be subject to all the responsibilities of the Chairman during the absence, disability, or disqualification of both Chairman and Vice Chairman.

Section 4 – Fiscal Officer

- To assist the Executive Director in preparation of an annual operating budget for presentation to the Board;
- To serve as disbursing agent for the Board and to supervise and certify and receipt the disbursement of operating funds;
- To sign all checks drawn upon the treasury of the Board;
- To provide for the accounting of all expenditures and of all monies received by the Board;
- To supervise an annual audit of all monies received and disbursed by the Board.

ARTICLE X – ELECTION OF OFFICERS

Section 1 – Annual Election

All officers shall be elected annually by a simple majority of the voting membership, with the exception of the Fiscal Officer who shall be appointed by the Board.

Section 2 – Nomination

Elections will be held concurrent with the March meeting and therefore on the annual anniversary of such election. Officers shall be elected by simple majority vote. The Chairman shall appoint a three (3) member Nominating Committee to present an annual slate of officers. Nomination, duly seconded, shall be accepted from the voting membership and added to the slate.

Section 3 – Special Elections

The Board may, at its discretion, hold a special election at any time to fill a vacancy for any reason.

Section 4 – Rotation of Officers

No officer shall be reelected for more than three (3) consecutive terms or three (3) years consecutively in the same office.

ARTICLE XI – BUDGET AND FINANCES

Section 1 – Operating Budget

The Executive Director and the Fiscal Officer shall prepare and present annually a budget of projected operating costs to cover administration, communications, travel, contractual fees, and office expenses which shall include any staff salaries or other fees.

Section 2 – Cost Sharing

Cost sharing for this budget shall be allocated on the basis of full value valuation (assessed valuation adjusted with the municipal equalization rate to bring to full true value) as follows:

<u>County</u>	<u>Current Full Value</u>	<u>Percent of Cost Share*</u>
Allegany		25.0%
Cattaraugus		32.3%
Chautauqua		42.7%

*based on 1969 valuation. Subject to change.

Section 3 – Contracts

This same cost formula shall apply to any projects or contracts undertaken by this Board. If, however the scope of work to be done for any constituent county shall be disproportionate to the others, an equitable adjustment may be made by decision and vote by simple majority of the Board.

Section 4 – Review of Formula

Any member who feels that valuation conditions have so changed as to render his county's share inaccurate may, by obtaining a simple majority vote of the Board at the annual meeting, cause a recalculation of the cost sharing formula.

ARTICLE XII – OFFICIAL SIGNATURE

Section 1 – Endorsement

The official signature of the Board shall be endorsed upon all papers and document requiring the same by reason of the requirements of the Law or the rules and regulations of the Board. Such signature shall be endorsed upon such papers pursuant to the direction of the Board embodied in a Resolution so directing, and shall be personally signed either by the Chairman, or other duly designated officer.

Section 2 – Power of Chairman

The Chairman is further empowered to execute contracts for each and all of the constituent counties, whenever such counties have signified by prior Resolution their intent to participate in such contract.

Section 3 – Form

In form the official signature shall be as follows:

Southern Tier West Regional Planning & Development Board
By: _____
Date: _____

ARTICLE XIII – LISTING

Section 1

All listing and polling of, and reference to, constituent entities shall be in alphabetical order.

ARTICLE XIV – AMENDMENT

Section 1

The By-Laws of the Southern Tier West Regional Planning & Development Board shall be amended only by a two-thirds (2/3) vote of the Board.

ARTICLE XV – DUTIES OF MEMBERS

Section 1

- To attend each and every meeting, whenever possible, and to take an active interest in its proceedings;
- To faithfully serve on committees or subcommittees when appointed, and to advise the Chairman of any impending conflict or resignation prior to public announcement;
- To conscientiously keep all Board participants free of politics or personal conflict of interest;
- To discard parochial viewpoints and work exclusively toward regional cooperation and improvement.

ARTICLE XVI – DUTIES OF THE EXECUTIVE DIRECTOR

Section 1

- To have as his overall responsibility the implementation of the responsibilities and objectives of the Southern Tier West Regional Planning & Development Board program as determined and approved by the Board;
- To develop and direct all staff operations and direction of consultant services necessary to the accomplishment of his duties and for the administration of personal and the keeping of reports and records;
- To be responsible for the development of and the coordination of plans and projects with public and private agencies concerned with the broad range of development of the human, economic, and natural resources of the area;
- To report periodically to the Board on all substantial phases of the program and to present alternatives and recommendations for Board action on substantive issues;
- To employ staff following the creation of staff positions by the Board, to dismiss or suspend staff in the case of sufficient cause and according to proper administrative procedure and to recommend personal rules and salary schedules to the Board;
- To be responsible for the authorization of all disbursements by the Fiscal Officer, except where specifically otherwise directed by the Board;
- To prepare and submit with the Fiscal Officer to the Board a proposed annual budget, including estimated local shares required from each member county.

GENERAL BOARD POLICIES

THE ROLE AND FUNCTION OF THE BOARD, COMMITTEES, AND STAFF

ROLE OF THE BOARD

- 1) The Board determines the policies of the organization.
- 2) The Board provides accountability to the broader community.
- 3) The Board, through the partnership represented by individual Board members, provides sanction and legitimacy to the work of the NHS from the major segments of the NHS neighborhood and the wider community.
- 4) The Board provides input and expertise needed for good management in ALL of the functional areas of NHS.
- 5) The Board assures the financial stability of the organization. Since it makes the policy decisions, it will fund the decision it makes.
- 6) The Board provides continuity to the organization as staff come and go.
- 7) The Board IS the Board only when it meets in regularly called meetings, and policy is only policy when determined by the Board.
- 8) The Board may delegate some of its work the committees and staff, but it may never delegate its ultimate authority or responsibility.
- 9) The Board hires, fires, supervises, and evaluates the Executive Director who has similar responsibility for the remaining staff.
- 10) The Board encourages appropriate non-board members to serve on its committees in order to develop more people who are committed to and knowledgeable about the NHS.

ROLE OF THE STAFF

- 1) The staff are, first and foremost, motivators. They must provide Board volunteers with recommendations on the following:
 - a cause to believe in
 - a framework in which to work
 - specific tasks to be accomplished
 - deadlines for tasks to be accomplished
 - the opportunity to participate in the decisions that affect the first four items
- 2) Staff will provide prompt, accurate and sustained support (data, reports, paperwork, etc.) to insure that the Board volunteer will be successful in his/her work.
- 3) Staff will be allowed to develop, without Board interference, the specific programs and internal mechanisms to accomplish the purpose and goals established by the Board.
- 4) The Executive Director is responsible to the Board for the administration and implementation of the NHS program. His/Her responsibilities and authority are defined in his/her job description. Staff members are responsible for executing specific tasks to carry out the NHS program. Their responsibilities and authority are defined in their job descriptions. They are accountable to the Executive Director.
- 5) Staff will work with Board leadership and committees to insure that issues are kept flowing smoothly through the appropriate decision making process.
- 6) At different times, a staff person may function as organizer, administrator, communicator, planner, writer, manager, supervisor, leader, lender, spec writer, neighborhood planner, etc.

ACCOUNTABILITY

- 1) The Board is legally responsible for the programs, finances, and personnel of the organization. This authority is granted from the State through Articles of Incorporation.
- 2) The Board is accountable to the NHS neighborhood, to the broader community, to the purpose for which it was incorporated, and to the general good.
- 3) Board committees are responsible to the Board of Directors. Committees derive their "authority" from the Board which appoints them. They are commissioned to develop and recommend plans and policies which are then reviewed and ratified by the Board. THE COMMITTEE STRUCTURE IS A LINE OF BOARD RESPONSIBILITY.

- 4) The Board hires and supervises the Executive Director who hires staff to fill other Board approved staff positions. The staff is responsible to the Executive Director. THIS IS THE LINE OF STAFF RESPONSIBILITY.
- 5) Staff may be assigned to work with a given committee. He/She so serves on behalf of the Executive Director to whom he/she is responsible.
- 6) Supervision of the Director is the responsibility of the Board President.
- 7) When a Board member becomes a *program* volunteer, he/she takes off his/her Board hat and is accountable to the appropriate staff person.
- 8) The major responsibility for the recruitment, training and sustenance of potential Board members falls to Board members, not staff.

PLANNING

- 1) The Board is responsible for defining and Organization through clearly stated: o Purpose and goal statements
 - Organizational structure charts
 - Public image statement
 - Committee and staff job descriptions
 - Policies

All of the preceding are based on the NHS functional chart (see attached).
- 2) The Board (or its appropriate committee) will annually review (and possibly modify) its purpose and goals and other policies.
- 3) The Board will assure that a notebook of Board minutes is maintained. Board minutes are the legal record of Board decisions. All major decisions, action, and policies will be included in the minutes.
- 4) The Board will assure that a Board Policy Book is maintained and updated. This book will list policies adopted by the Board by major NHS functional areas.
- 5) The Board will determine the agency's purpose, goals, and objectives with appropriate staff input, but committees and staff will determine, develop, and implement the mechanisms necessary to accomplish the goals and objectives.

BOARD COMMITTEES

- 1) The Board will establish strong working committees to perform (in conjunction with staff) the tasks needed to accomplish its goals and objectives.
- 2) The Board will approve a job description or commission for each committee clearly defining the scope, power, and composition of that committee.
- 3) The Board President will appoint committee chairpersons after consulting with the Executive Director and after securing the concurrence of the Board.
- 4) Each committee chairperson will recruit the people with the expertise needed to accomplish the tasks of that committee. He/She will also maximize the involvement of all committee members, make assignments for work to be done, follow up with people working of assignments, keep the Board President apprised of the committee's work, report to the Board, and work with the Director (or his designee) on the agenda for the next meeting. In summary, the role of the chairperson is to facilitate the work of the committee in developing teamwork.
- 5) Committees will recommend goals, objectives, and other policies in their area of responsibility to the Board for its approval. When the Board has approved these policies, committees will monitor these policies and assure their implementation.
- 6) The Board, in order to achieve maximum organizational efficiency, will assign specific tasks to committees and will not re-do committee work in the Board meeting.
- 7) The committee, with staff assistance, will determine a work plan (with appropriate timetables and assignments) to accomplish its tasks.
- 8) The committee will review annually its commission, goals, and objectives. It will recommend any revisions to the Board.
- 9) Each committee meeting will have an agenda (the decisions that need to be made) and minutes (documenting the decisions that were made).
- 10) For substantive issues on the committee's agenda the committee will define the problem, state specific goals, evaluate alternatives, decide on a course of action, and assign specific tasks to achieve the work.