Hudson River Drinking Water Intermunicipal Council
BYLAWS
Adopted 8/15/19

I. PURPOSE

To continue to work together across municipal boundaries in order to protect, conserve, and enhance the Hudson River Estuary and watershed as a drinking water source.

II. FUNCTION

As set forth in the Memorandum of Agreement signed May 31, 2018, by the City and Town of Poughkeepsie, Village and Town of Rhinebeck, and the Towns of Esopus, Hyde Park and Lloyd, the Hudson River Drinking Water Intermunicipal Council (hereinafter "Council") will work to maintain and enhance water quality in the Hudson River and its tributaries, and address common issues related to the protection of the Hudson River drinking water source that the council members share. Such efforts may include, but are not limited to, the following:

A. Securing and sharing the public and private grants available to improve water quality in the Hudson River Estuary and its watershed, including water infrastructure and watershed protection projects;

B. Enhancing intergovernmental communication and coordination, providing for opportunities for shared services and a more efficient and cost-effective coordinated approach to implementing current and future source water protection projects;

C. Creating a forum for coordinating agencies and organizations at the municipal, county, regional, state and federal levels;

D. Coordinating long-term watershed stewardship to maintain and improve water quality; and

E. Speaking with a unified voice advocating for common interests, and for sharing the experience and lessons learned with other communities.

F. Considering and implementing recommendations from the report, "Drinking Source Water Protection Scorecard Review for Seven Hudson Communities: A review of programs and policies to protect drinking water supplies for the Towns of Esopus, Hyde Park and Lloyd, the City and Town of Poughkeepsie, and the Town and Village of Rhinebeck."

III. MEMBERSHIP

In accordance with the Hudson River Drinking Water Intermunicipal Council Memorandum of Agreement (MOA), dated 5/31/18, the Council shall include the following voting members:

Voting Members:

Town of Esopus
Town of Hyde Park
Town of Lloyd
Town of Poughkeepsie
Town of Rhinebeck
Village of Rhinebeck
City of Poughkeepsie

See "Appendix A" for a current list of voting members.

Each Voting Member shall designate one primary representative and one alternate representative, for a term of two years. The primary representative shall be an elected official. The alternate representative may be an elected official, an employee or contractor of the municipality, a resident, or another appropriate representative. Each Voting Member may, at its discretion from time to time, change its primary or alternate representative.

Non-Voting Members (one per municipality): The Council may include other non-municipal entities or individuals as non-voting members. Non-voting members shall include agencies, entities or individuals that can assist in the implementation of source water protection actions. Prospective non-voting members may submit a

letter to the Council expressing their interest in gaining membership, or they may be nominated by a voting member. The Council shall approve membership of said party by a majority of the voting members. The Council reserves the right to revoke the membership of non- voting members by consensus of a quorum of the voting members.

Water Plant Operators and Wastewater Treatment Plant Operators: Operators of municipal drinking water treatment plants and wastewater treatment plants serving the Council members shall be non-voting members of the council.

Administration: The Council may appoint a coordinator, technical advisor, or other staff, either paid (see "VI: Decision Making: D") or unpaid, as deemed appropriate and necessary to implement the actions of the Council. Staff may be appointed as non-voting members. Coordinator or other staff shall report to the chairperson.

Volunteers: The Council may work with volunteers as deemed appropriate and necessary, including through service on designated committees, to implement the actions of the Council. The Council reserves the right to discontinue relationships with volunteers for cause by consensus of a quorum of the voting members.

Compensation and Fees: Council members shall receive no compensation, remuneration or reimbursement of expenses arising out of Council membership, except as may be provided by the municipality that they represent.

See "Appendix A" for a current list of non-voting members.

IV. OFFICERS

The Council shall elect a Chairperson annually from among its voting members, and such Chairperson shall preside at Council meetings. The Council shall elect a Vice Chairperson annually among its voting members, and such Vice Chairperson shall preside at Council meetings in the absence of the Chairperson. The Council

shall elect a Secretary annually from among its voting members. All officers will serve one-year terms and may serve for a maximum of three consecutive terms at a time. The Secretary shall be responsible for keeping the records of all activities and decisions that take place at Council meetings. *(Amended 6/1/20)* The Secretary shall serve as the public information officer for the Council. When the Secretary seat is vacant, the Chairperson will serve as interim public information officer. A voting member may be appointed to respond to any appeals.

V. MEETING PROCEDURES

Meetings of the Council shall be called by the Chairperson, and held at least quarterly during the first year of the Council, or as otherwise necessary to accomplish the business and functions of the Council.

Meetings of the Council shall be open to the public. At any meeting of the Council, the general principles of parliamentary procedure shall be observed. The regular order of business, unless otherwise modified by the Executive Committee, shall be as follows:

A. Call to Order
B. Roll Call & Quorum Determination
C. Approval of Meeting Minutes
D. Communications and Announcements
E. Opportunity for Citizen Participation
F. Reports and Actions on Old Business
G. Reports of Committees
H. New Business
I. Adjournment

VI. DECISION-MAKING

A. Each voting member entity shall have one vote, which may be exercised in person, by the designated primary representative, or in his or her absence, by the designated alternate representative.

B. All actions taken by the Council shall be by an affirmative vote of the majority of the total voting members.

C. A quorum, consisting of a majority of the voting membership, shall be required for the Council to vote on an action, and such quorum shall be demonstrated by the presence of the official designated primary representative or designated alternate representative at such meeting.

D. The Council may take action on its own behalf and may expend its own funds. The Council may not vote to require the Voting Members to take any action, expend any funds, or contribute funds to the Council.

VII. CORRESPONDENCE

All Council members will receive materials related to Council matters by electronic mail unless otherwise requested.

The chairperson shall act as spokesperson, and primary point of contact for correspondence to outside parties. The spokesperson may designate others to assist as needed.

VIII. COMMITTEES

The Council may form Committees, to work in conjunction with the Council, as necessary to carry out the functions and goals of the Council. Responsibilities of each Committee shall be determined by the Council at the time each Committee is formed. A Committee may include voting members and non-voting members of the Council and any other non-Council member appointed to the Committee by the Council to fulfill the charge of the Committee and to obtain public input and participation in ongoing activities. The Council shall designate a Chair for each

Committee who will serve as the liaison to the Council. Committees may designate a Vice-Chair for their Committee. Committees shall serve to advise the Council by recommending actions, which must be approved by the Council. Decisions by the Committees shall be made by consensus or by voting, at the Committee chair's discretion. Each Committee shall maintain a formal list of Committee members and keep minutes of its meetings and shall report to the Council on progress made toward responsibilities, at regularly scheduled intervals.

IX. AMENDMENT

The Council may from time to time adopt, amend, or repeal all or any of these operating procedures of the Council, by an affirmative vote of the majority of the total voting members, upon written notice at least thirty days prior to any meeting of the Council.

X. CONFLICT OF INTEREST

Voting and non-voting members shall not have any interest nor shall they acquire any interest, directly or indirectly which would or may conflict in any manner or degree with the operation and business of the Council. Should there be a conflict, the member, voting or non-voting, shall recuse themselves from such discussions and actions.

XI. DISSOLUTION

The Council may be dissolved by two-thirds vote of the Council members. All assets of a tangible nature such as office equipment and physical and real property conditionally provided to the Council by any local municipality such as a County, Town or City shall revert back to such local municipality upon such dissolution unless otherwise required by law.

As set forth in the Memorandum of Agreement, any Member may terminate its participation in the Council at any time by notifying all other undersigned Members in writing of the determination, reasons for the termination, and the effective date thereof. Withdrawal from the Council and this Agreement by one

undersigned Party shall not operate to terminate the Council, which shall continue in full force and effect with respect to all other Members.

APPENDIX A

Voting and Non-voting Council Members
as of 2/20/20

Primary and Alternate Representatives *(Hudson 7 Municipalities)*

Village of Rhinebeck

1. Mayor Gary Bassett, Primary
2. Village Trustee Brant Neuneker

Town of Rhinebeck

1. Supervisor Elizabeth Spinzia
2. Open

City of Poughkeepsie

1. Mayor Rob Rolison
2. Plant Operator and (Hudson 7 Technical Advisor) Randy Alstadt, Poughkeepsies' Water Treatment Facility (PWTF)

Town of Poughkeepsie

1. Supervisor Jay Baisley
2. Town Board Member Bill Carlos

Town of Hyde Park

1. Supervisor Aileen Rohr
2. Town Board Member Neil Krupnick

Town of Esopus

1. Supervisor Shannon Harris
2. Water Superintendent Don Kiernan

Town of Lloyd

1. Supervisor Freddy Pizutto
2. Town Board Member Russell Gilmore

Non-Voting Members *(limit to one per municipality)*

Bryan Alix, Village of Rhinebeck Chief Water Treatment Plant Operator (VoR)
Adam Litman, Town of Lloyd Water and Sewer Administrator (ToL)
Rebecca Martin, Riverkeeper, serving as interim coordinator (ToP)
Dan Shapley, Riverkeeper Water Quality Program Director (ToR)
Emily Svenson, Hudson 7 Technical Advisor, Land Use (ToHP)
Paul Malmrose, Hudson 7 Technical Advisor, Engineering (CoP)