

BY-LAWS OF
EASTERN RENSSELAER COUNTY
SOLID WASTE MANAGEMENT AUTHORITY

ADOPTED 1/18/90

ARTICLE I - THE CORPORATION

Section 1.1 Description

The Eastern Rensselaer County Solid Waste Management Authority, (the "Authority"), constitutes a public benefit corporation, created by, and having the powers and functions set forth pursuant to, Sections 2050 through 2050-tt of the Public Authorities Law of the State of New York, as amended, (the "Act").

Section 1.2 Membership

The membership of the Authority shall consist of a maximum of seventeen members and a minimum of six members as are appointed pursuant to the Act (Public Authorities Law Section 2050-cc).

Section 1.3 Term of Membership

Each member shall be appointed to serve a five year term. Subsequent appointment of members by each legislative body shall be made for a term of five years ending in each case on December thirty-first of the last year of such term. All members shall continue to hold office, however, until their successors are appointed and qualify.

Section 1.4 Vacancies and Removal

Vacancies occurring at the end of a term shall each be filled in the manner provided for original appointment and for a five year term. Vacancies occurring otherwise than by expiration of a term shall be filled by the affected participating municipality in the same manner respectively, for the unexpired terms. Members may be removed from office by the governing body of the municipality from which appointed for inefficiency, neglect of duty, or misconduct in office after the authority or governing body has given such member a copy of the charges against him and an opportunity to be heard in person or by counsel in his defense, upon not less than ten days notice. If any member shall be so removed, there shall be filed with the Chairman of the Authority and the Chairman of such governing body a complete statement of charges made against such member and the findings of the governing body thereon, together with a complete record of the proceeding. Failure to attend regular meetings shall be considered neglect of duty.

Section 1.5 Offices

The principal and corporate offices of the Authority shall be located in the Town of Stephentown, Rensselaer County, New York. The Authority may also have such other offices at such places within the State of New York as the Board may from time to time determine to be necessary or appropriate for the conduct of the affairs of the Authority.

Section 1.6 Seal

The official seal of the Authority shall be in a design circular in form, bearing the words and dates as follows:

Eastern Rensselaer County Solid Waste Management
Authority 1989.

Section 1.7 Fiscal Year

The fiscal year of the Authority shall begin on the first day of January in each calendar year and shall end at the close of business on the 31st day of December in the same calendar year.

ARTICLE II - MEETINGS

Section 2.1 Annual Meeting

The annual meeting of the Authority shall be the third Thursday of January in each year. Whenever a quorum is not present at the annual meeting, a substitute annual meeting shall be called in the same manner as is provided for the calling of special meetings of the Authority.

Section 2.2 Regular Meetings

The Authority shall, at its annual meeting, schedule a minimum of 6 regular meetings for that year including the annual meeting, to be held within the State of New York. The regular business of the Authority may be transacted at such meetings.

Section 2.3 Special Meetings and Notices

Special meetings may be called at any time by the Chairman, or in his or her absence, by the Vice-Chairman, at his or her discretion. Other special meetings shall be called by the Chairman, or in his or her absence, by the Vice-Chairman, upon the request of three members then in office. It shall be the duty of the Chairman, or in his or her

absence, of the Vice-Chairman, to issue a call for a special meeting within 10 days after receipt of such request of such three members. Written notice of each special meeting shall be given by the Secretary or in his or her absence, by the Chairman or Vice Chairman, specifying the time and place of the meeting, addressed to the respective members at such address as such member notifies the Authority is his or her official address for the receipt of such notices, and shall be deposited in the post office at least seventy-two (72) hours excluding Sundays prior to the time fixed for such meeting. Such notice of special meeting shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless 3/4 of the members of the Authority then in office are present, and it is unanimously agreed by those members in attendance to consider matters other than those specifically provided for in the notice of such meeting.

Section 2.4 Waiver of Notices

Notice of any meeting of the Authority need not be given to any member if waived in writing by such member either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any meeting if all of the members then in office shall be present thereat. Notice of an adjourned meeting need not be given to any member present at the time of the adjournment.

Section 2.5 Conduct of Meetings

Except as otherwise required by the Act, a majority of the members of the Authority shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Authority shall have the power to act, for the transaction of business, or the exercise of any power of the Authority by the majority of the members of any meeting at which a quorum is in attendance. The majority of the members, whether or not a quorum is present, may adjourn any meeting to another time and place. A majority of the members shall constitute a quorum. No action shall be taken except pursuant to the favorable vote of not less than a majority of the members which the Authority would have had there be no vacancies and were none of the members disqualified from acting. The conduct of meetings shall be governed by Roberts Rules of Order.

In the event the Chairman or Vice-Chairman is absent or disabled, the voting Members of the Authority shall choose, from among those Members present, an individual to preside at such meeting.

Section 2.6 Order of Business

The order of business shall be set by the Chairman. Other business may be proposed by members at the time but must be included in the order of business by majority vote. An agenda shall be mailed to the members of the Authority by the Chairman at least 5 days, excluding Sundays, before the date fixed for any regular meeting.

Section 2.7 Committees

The Chairman shall appoint members of committees established by the Authority as are deemed necessary to carry out the purposes of the Authority.

ARTICLE III - BOARD OFFICERS

Section 3.1 Officers

The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary and Treasurer, all of whom shall be elected from among the members duly appointed by the participating municipalities pursuant to Section 1.2 hereof and the Act except the Secretary, who does not have to be a member of the Authority. Such officers shall be elected at the Annual Meeting of the Authority. All officers shall hold office until their successors are chosen and qualify in their stead or upon their resignation, incapacity or death. In the event of the resignation, incapacity or death of an officer a successor shall be chosen no later than the next regular meeting or special meeting.

Section 3.2 Duties of Chairman

The Chairman shall:

- A. Preside at all meetings of the Authority at which he or she is present.
- B. Enforce or cause to be enforced all laws and regulations relating to the administration of the Authority.
- C. Call meetings of the Authority, as indicated by the by-laws.
- D. Enforce these By-laws.
- E. Sign and execute all contracts in the name of the Authority and all notes, bonds or other evidences of indebtedness when so authorized by resolution of the Authority.

- F. Exercise such other powers and perform such other duties as the Authority shall designate.

Section 3.3 Duties of Vice-Chairman

The Vice-Chairman shall perform the duties of the Chairman in the event the office of Chairman is vacant or in the event the Chairman is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Authority shall designate.

Section 3.4 Duties of Secretary

The Secretary shall keep the minutes of the meetings of the Authority; attend to the service of notice of all meetings, regular or special; shall affix the seal to all papers or documents as may be required; shall attend to such correspondence as may be assigned to him or her; shall perform all the duties as the Authority may designate. The Authority may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that officer.

Section 3.5 Duties of Treasurer

The Treasurer shall:

- A. Be responsible for the care and custody of all funds and securities of the Authority, including the investment thereof, and deposit the funds and securities or cause the same to be deposited in the name of the Authority in a bank or banks, trust company or trust companies in interest bearings accounts;
- B. Render or cause to be rendered a statement of the financial condition of the Authority at the annual meeting and at such regular meeting thereof and at such other meeting as shall be required by the Authority;
- C. Render or cause to be rendered a full financial report to the Authority after the expiration of each fiscal year;
- D. Execute a bond conditioned upon the faithful performance of the duties of his office, the amount and sufficiency of which shall be approved by the Authority; and
- E. Exercise such other powers and perform such other duties as the Authority may determine and such other duties and responsibilities as may be prescribed in the Act.

ARTICLE IV INDEMNIFICATION

Section 4.1 Indemnification

The Authority shall, to the fullest extent permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding other than a criminal action, by reason of the fact that such person, his testator or intestate, was a member of, an officer, or employee of the Authority or served, at the request of the Authority as a member or an officer or an employee of any subsidiary of the Authority, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action or proceeding, (including any appeal therein) providing: (a) such member, officer or employee acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Authority, and (b) it is not determined in any such action or proceeding that such member, officer or employee acted with willful or gross negligence.

ARTICLE V BY-LAWS

Section 5.1 Amendments

These By-laws may be repealed or amended by the Authority at any duly called regular meeting, provided, however, that notice in writing specifying that the By-laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each member at least ten days prior to the meeting at which such changes are to be passed on.

These By-laws may be repealed or amended only upon a majority vote of the whole number of the members of the Authority.

Section 5.2 Filing of By-laws

Copies of these By-laws, duly certified by the Secretary of the Authority, shall be filed: in the office of the Authority; in the office of the clerk of each municipality constituting the Authority; and in the office of the Clerk of Rensselaer County.

ARTICLE VI MISCELLANEOUS PROVISIONS

Section 6.1 Obligations of the Authority

The Authority shall immediately file with the State Comptroller if appropriate, an application pursuant to Section 30 of the Retirement and Social Security Law to become a participating employer in the New York State Employees Retirement System. Such participation shall be on the basis of the retirement plan and benefits provided by Retirement and Social Security Laws. Section 75-d and 75-c and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e and 75-g or 75-i.


The Authority shall also immediately take action, if appropriate, to cover such officers and employees with Old Age and Survivors Insurance coverage pursuant to Article III of the Retirement and Social Security Law.

These By-Laws are enacted by the Board of the Authority on January 18, 1990.

STATE OF NEW YORK :
 : ss.:
COUNTY OF RENSSELAER :

This is to certify that I, the undersigned, Secretary of the Eastern Rensselaer County Solid Waste Management Authority, have compared the foregoing copy of bylaws with the original bylaws now on file in the office, and which was passed by the Authority on the 18th day of January, 1990, a majority of all the members elected to the Authority voting in favor thereof, and that the same is correct and true transcript of such original bylaws and of the whole thereof.

IN WITNESS WHEREOF, I have hereunder set my hand and the official seal of the Authority this 18th day of January, 1990.


MARGRETTA E. MORRIS, SECRETARY

ARTICLE VII

RECORDS MANAGEMENT PROGRAM

Section 1. Definitions.

(A) "Archives" means those official records which have been determined by the Officer and Advisory Committee to have sufficient historical or other value to warrant their continued preservation by the Authority.

(B) "Records" means and documents, books, papers, photographs, sound recordings, microforms, or any other materials, regardless of physical form or characteristics, made or received pursuant to law or ordinance or in connection with the transaction of official Authority business.

(C) "Records management" means the planning, controlling, directing, organizing, training, promotion and other managerial use and records disposition, including, records preservation, records disposal and records centers or other storage facilities.

(D) "Records disposition" means:

(1) The removal by the Authority, in accordance with approved records control schedules, of records no longer necessary for the conduct of business by such agency through removal methods which may include:

(i) the disposal of temporary records by destruction or donation; or

(ii) the transfer of records to the Record Center/Archives for temporary storage of inactive records and permanent storage of records determined to have historical or other

sufficient value warranting continued preservation; and

(E) "Records center" means an establishment maintained by the Authority primarily for the storage, servicing, security and processing of records which must be preserved for varying periods of time and need not be retained in office equipment or space.

(F) "Servicing" means making information in records available to any agency for official use or to the public.

Section 2. Department, Officer. There shall be a records management program established for the Authority. The Executive Director or his/her designee shall be the Records Management Officer (RMO). The officer will be responsible for administering the non-current and archival public records and storage areas for the Authority in accordance with local, state and federal laws and guidelines.

Section 3. Powers and Duties. The officer shall have all the necessary powers to carry out the efficient administration, determination of value, use, preservation, storage and disposition of the non-current and archival public records kept, filed or received by the Authority.

(A) The Records Management Officer shall continually survey and examine public records to recommend their classification so as to determine the most suitable methods to be used for the maintaining, storing and servicing of archival material:

(1) Obsolete and unnecessary records according to New York State Records Retention and Disposition Schedules thereby subject to disposition; or

(2) Information containing administrative, legal, fiscal, research historical or educational value which warrant their permanent retention; or

(3) Records not subject to disposition according to State Law.

(B) Establish guidelines for proper records management in accordance with local, state and federal laws and guidelines.

(C) Report annually to the governing board on the powers and duties herein mentioned.

(D) The officer may operate a Records Management Center for the storage, processing and servicing of all non-current and archival records.

(E) The officer may establish an Archives and perform the following functions.

(1) Continually survey and examine public records to determine the most suitable methods to be used for the creating, maintaining, storing, and servicing of archival materials.

(2) Establish and maintain an adequate repository for the proper storage, conservation, processing, and servicing of archival records.

(3) Promulgate rules governing public access to and use of records in the Archives, subject to the approval of the governing board.

(4) Develop a confidentiality policy for archival records designated confidential, providing such policy does not conflict with any Federal or State statutes.

(5) Collect archival materials which are not official Authority records but which have associational value or a close relationship to the existing archival collection. Such collection shall be subject to archival space, staff, and cost limitations, and to the potential endangerment of such materials if they are not preserved in the Archives.

(6) Develop a procedure whereby historically important records are to be identified at the point of generation.

Section 4. Records Advisory Committee. There shall be a Record Advisory Committee designated to work closely with and provide advice to the Records Management Officer. The Board shall consist of three members appointed by the Chairman of the Authority. The Board shall meet periodically and have the following duties:

(A) Provide advice to the Records Management Officer on the development of the records management program;

(B) Review the performance of the program on an ongoing basis and propose changes and improvements;

(C) Review retention periods proposed by the Records Management Officer for records not covered by State Archives' schedules;

(D) Provide advice on the appraisal of records for archival value and to be the final approval as to what is or is not archival.

Section 5. Custody.

(A) The Executive Director is the legal custodian of the Authority's records and shall retain custody of records deposited

in the Records Center. Records transferred to or acquired by the Archives shall remain under the custody and control of the Executive Director.

(B) Records may be permanently removed from the Archives at the request of the Executive Director, subject to the approval of the Records Advisory Committee.

Section 6. Replevin. The Authority may take steps to recover Authority records which have been alienated from proper custody, and may, when necessary, institute actions of replevin.

Section 7. Disposal of Records. No records shall be destroyed or otherwise disposed of by the Authority unless approval has been obtained from the Executive Director.

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ARTICLE VIII
ACCESS TO RECORDS

SECTION 1 - PURPOSE AND SCOPE

A. The people's right to know the process of decision making and the documents and factual matters leading to such determinations is basic to our society. The authority will furnish to the public the information and records required by the freedom of information law as well as records otherwise available by law.

SECTION 2 - RECORDS ACCESS OFFICER

A. The Executive Director shall be the Records Access Officer. The records access officer shall coordinate the response to public requests for access to records.

B. The Records Access Officer shall:

- (1) Locate records and take one of the following actions;
 - (i) Make records promptly available for inspection; or
 - (ii) Deny access to the records, in whole or in part, in writing with an explanation therefore;
- (2) Upon request for copies of records:
 - (i) Make a copy available upon payment of applicable fees; or
 - (ii) Permit the requestor to copy records upon payment of applicable fees;
- (3) Upon request, certify the records as a true copy;

- (4) Upon failure to locate records, certify that:
- (i) The Authority is not the custodian for such records; or
 - (ii) The records of which the Authority is a custodian cannot be found after a diligent search.

SECTION 3 - HOURS FOR PUBLIC INSPECTION

Requests for public access to records shall be accepted and records may be reviewed during the hours 9:30 a.m. to 4:30 p.m. Monday through Friday.

SECTION 4 - REQUEST FOR PUBLIC ACCESS TO RECORDS

A. A request for records shall be in writing addressed to Executive Director, Eastern Rensselaer County Solid Waste Management Authority, P.O. Box 358 Stephentown, New York 12168.

B. A request shall reasonably describe the record of records sought. Whenever possible, a person requesting records shall supply information regarding dates, file designations or numbers or such other information that may assist in describing and locating the records sought.

C. A response to a request which reasonably describes the record or records sought shall be made within five business days of receipt of the request.

D. If access to any record is neither granted nor denied within five business days of receipt of request, the Authority shall furnish a written acknowledgment of receipt of the request and a statement of the approximate date when the request will be granted or denied, including, where appropriate, a statement that

access to the record will be determined in accordance with Section 5. Except as provided in Section 5, if access to records is neither granted nor denied within ten business days after the date of acknowledgment of receipt of a request, the request may be construed as denied and an appeal may be made pursuant to Section 6.

E. No records may be removed by any person from the office where the record is located without the permission of the Executive Director.

SECTION 5 - RECORDS CONTAINING TRADE SECRETS

A. Submission of Records Containing Secrets.

1. A person acting pursuant to law or regulation who submits any information to the Authority may, at the time of submission, request that the Authority except such information from disclosure under paragraph d(2) of Section 87 of the Public Officers Law. That Section provides that the Authority may deny access to the records or portions thereof that are trade secrets or are maintained for the regulation of commercial enterprises which if disclosed would cause substantial injury to the competitive position of the subject enterprise. Where the request itself contains information which if disclosed would defeat the purpose for which the exception is sought, such information shall also be excepted from disclosure.

2. The request for an exception shall be in writing and state the reasons why the information should be excepted from disclosure and shall be submitted to the address set forth in Section 4.
3. The persons submitting the information shall clearly identify those records or portion of records for which the exception is requested. This may be accomplished by separating and attaching to such records a cover sheet or other suitable form of notice, or such language as "trade secret" or "proprietary information".
4. In all cases the person must show the reasons why the information should be considered to be a trade secret or to be information maintained for the regulation of commercial enterprise which if disclosed would cause substantial injury to the competitive position of the persons commercial enterprise.
5. The persons submitting the information may request an exception from disclosure for a limited period of time; if so, the person shall indicate such period of time when submitting the information.

B. Safeguarding Against Unauthorized Access to Records.

1. Information submitted as provided in Subdivision ~~A~~ of this section shall be excepted from disclosure and shall be separated and maintained apart from all other records by the Authority until 15 days

after the entitlement to such exception has been finally determined by the Authority or such further time as ordered by a Court of competent jurisdiction.

2. Simple and effective devices to identify and maintain repositories for records containing trade secrets shall be used so that their security is maintained.

C. Determination to Grant or Continue Exception from Disclosure.

1. On the initiative of the Authority at any time, or upon the request of any person for a record excepted from disclosure as provided herein, the Authority may:
 - i. Inform the person who requested that exception of the Authority's intention to determine whether such exception should be continued;
 - ii. Permit the person who requested the exception, within ten business days of receipt of written notification from the Authority, to submit a written statement of the necessity for the continuation of such exception; and
 - iii. Within seven business days of receipt of such written statement or within seven business days of the expiration of the period prescribed for submissions of such statement, issue a written

determination, continuing or terminating such exception and stating the reasons therefore. Copies of such determination shall be served upon the person, if any, requesting the record and the person who requested the exception.

2. The following factors are among those the Authority may consider in making a determination to grant or continue an exception from disclosure:
 - i. Any provisions of law or statute which authorize or restrict access to records;
 - ii. Whether or not the records are trade secrets or are maintained for the regulation of commercial enterprise which if disclosed would cause substantial injury to the competitive position of a commercial enterprise;
 - iii. The written statement, if any, of the necessity for granting or continuation of the exception from disclosure;
 - iv. The written statement, if any, of the necessity for the revocation of the exception.
3. A trade secret may consist of, but shall not be necessarily limited to, any formula, pattern, process, procedure, plan, compound, device, customer lists, cost records or compilation of information that is not published or divulged and which gives an advantage over competitors who do not know, use or have access to such data or

information. The following factors are among those the Authority may consider in making a determination of whether a trade secret exists:

i. The extent to which the information is known outside of the business of the person submitting the information;

ii. The extent to which it is known by the persons employees and others involved in this business;

iii. The extent of measures taken by the person to guard the secrecy of the information;

iv. The value of the information to the person and to his competitors;

v. The amount of effort or money expended by the person in developing the information; and

vi. The ease or difficulty in which the information could be properly acquired or duplicated by others.

SECTION 6 - DENIAL OF ACCESS TO RECORDS AND DENIAL OF AN EXCEPTION

A. A denial of requests under Sections 4 and 5 shall be in writing, stating the reason therefor and advising the person of the right to appeal.

B. If the Records Access Officer fails to respond to a request within the time required under Sections 4 or 5, such failure shall be deemed a denial of access or exception respectively.

C. Any person denied access to records or an exception may appeal within 30 days of a denial.

SECTION 7 - APPEALS

A. The Chairman of the Authority shall hear all appeals regarding the denial of access to records or a denial or termination of an exception from disclosure. A copy of all notices of appeal shall be forwarded to the Committee on Open Government.

B. The time for deciding an appeal shall commence upon receipt by the Chairman of a written notice of appeal identifying the following:

1. The date and location of request for records or request for exception;
2. The records that were denied or for which an exception was denied; and
3. The name and return address of the person requesting records or an exception.

C. A notice of appeal shall be addressed to: Chairman, Eastern Rensselaer County Solid Waste Management Authority, P.O. Box 358, Stephentown, NY 12168.

D. The Chairman shall inform the appellant in writing of his determination within ten business days of receipt of the notice of appeal. If the appeal involved a request for the revocation of an exception, written notice shall also be served upon the person who holds the exception. A copy of the determination shall be forwarded to the Committee on Open Government.

E. A final decision by the Chairman denying access to records or denying or terminating an exception may be reviewed pursuant to Article 78 of the Civil Practice Laws and Rules.

SECTION 8 - FEES

A. There shall be no fee charged for:

1. Inspection of records.
2. Search for records.
3. Any certification pursuant to this Article.

B. There shall be fees charged as follows:

1. A fee of 25 cents per page for each copy not exceeding 9 x 14 inches in size for reproductions made on copying machines operated by the Authority.
2. A fee equal to the actual cost of materials and machine time for reproductions which cannot be made on a copying machine owned by the Authority due to the size of the record or volume of records to be copied.

SECTION 9 - SEVERABILITY

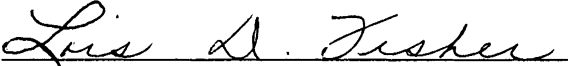
A. If any provision of this Article or the application thereof to any person or circumstance is adjudged invalid by a Court or competent jurisdiction, such judgment shall not affect nor impair the validity of the other provisions of this article or the application thereof to any other person and circumstance.

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State of New York
County of Rensselaer ss.:

This is to certify that I, the undersigned, Secretary of the Eastern Rensselaer County Solid Waste Management Authority, have compared the foregoing copy of bylaws with the original bylaws now on file in the office, and which was passed by the Authority on the 18th day of January, 1990, and subsequently amended on the 22nd day of October, 1992 and on the 19th day of November, 1992, a majority of all the members elected to the Authority voting in favor thereof, and that the same is a correct and true transcript of such original and amended bylaws and of the whole thereof.

IN WITNESS WHEREOF, I have hereunder set my hand and the official seal of the Authority this 20th day of November, 1992.


Lois D. Fisher, Secretary