

BY-LAWS

of the

Hudson Valley Regional Council

Final Adoption: July 7, 1992

TABLE OF CONTENTS

ARTICLE	I	Official Name And Physical Location
		Section 1. Official Name
		Section 2. Physical Location
ARTICLE	II	Creation And Composition
		Section 1. Creation
		Section 2. Composition
ARTICLE	III	Purposes and Functions
ARTICLE	IV	Powers and Duties
ARTICLE	V	Board Composition
		A. Public Members
		B. Private Sector Members
		C. Term of Office
		D. Alternates
		E. Method of Filling Vacancies
		F. Removal from Office
ARTICLE	VI	Nomination And Election Of Officers
		A. The Annual Election of Officers
		B. Nomination of Officers
		C. Chairperson
		1. Term of Office
		2. Removal from Office
		3. Powers and Duties
		D. Vice-Chairpersons
		1. Term of Office
		2. Removal from Office
		3. Powers and Duties
		E. Secretary
		F. Treasurer
ARTICLE	VII	Executive Committee
ARTICLE	VIII	Board Meetings
		A. Minutes of Proceedings
		B. Rules
		C. Agenda
		D. Quorum
		E. Voting
		F. Alternate
		G. Proxies

ARTICLE	IX	Financial Accounting
		A. Books, Accounts and Annual Reports
		B. Fiscal Support
		C. Additional Funds
		D. Budget
		E. Fiscal Year
		F. Records
ARTICLE	X	Committees
		A. The Hudson Valley Economic Development District Inc.
		B. Advisory Committee
		C. Overall Economic Development Program (O.E.D.P.) Committee
		D. Additional Committees
		E. Committee Chairperson
		F. Committee Reports
ARTICLE	XI	Effective Date
		Effective date of By-Laws
ARTICLE	XII	Duration and Termination
ARTICLE	XIII	Amendments
ARTICLE	XIV	Indemnification

ARTICLE I

OFFICIAL NAME AND PHYSICAL LOCATION

- SECTION 1. Official Name. The official name of the organization shall be the "Hudson Valley Regional Council," hereinafter called "HVRC."
- SECTION 2. Physical location. The location of the office to be determined by the Executive Director in concurrence with the Chairperson.

ARTICLE II

CREATION AND COMPOSITION

- SECTION 1. Creation. The HVRC was created through a multi-county Articles of Agreement on December 15, 1977, revised March 25, 1982, as set forth in Article 5-G of the General Municipal Law of the State of New York.

The HVRC is a regional council of county governments in the Hudson Valley area of the State of New York, consisting of the Counties of Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster and Westchester. Designated officers of Columbia and Greene Counties may attend meeting as observers and shall have the right to become members of the HVRC by adopting the Articles of Agreement creating the HVRC (dated December 15, 1977 and amended March 25, 1982) and the By-Laws by which they are governed.

- SECTION 2. Composition. The HVRC Board shall be composed of officials of the political subdivisions and private citizens representing the counties of the HVRC region.

ARTICLE III

PURPOSES AND FUNCTIONS

The HVRC shall be a voluntary organization committed to fostering cooperation in resolving governmental problems and policies that are common to the region; advancing economic development programs and strategies for the well being of the region and its peoples; and encouraging balanced planning for the environmental vitality of the region.

The purposes and functions of the HVRC Board shall be:

- A. to foster and encourage new business and industry to locate within the Hudson Valley geographical area;
- B. to serve as a vehicle for the collection and exchange of information and data of regional interest;
- C. to provide ongoing organizational machinery to insure liaison, effective communication and coordination among governments and agencies;
- D. to facilitate agreements and cooperative action proposals among the counties for specific projects or other interrelated needs and for the adoption of common policies and plans with respect to common regional needs and challenges;
- E. to cooperate with county-based and regional organizations and any other governmental units on matters pertaining to the economic and environmental vitality of the area;
- F. to review and coordinate federal, state and local programs of significance and enter into appropriate contracts which will promote, foster and encourage the particular objectives stated aforesaid;
- G. to administer the U.S. Economic Development Administration (EDA) grant which designates HVRC as the Economic Development District.

ARTICLE IV

POWERS AND DUTIES

In discharging its responsibilities, the HVRC shall have the power and duty to:

- A) Coordinate the preparation of studies by the counties on such matters as are included within the purposes of the HVRC.
- B) Coordinate and promote cooperative programs and action with and among its members and other governmental and non-governmental entities, including those of other states.
- C) Coordinate studies by the counties on matters affecting the public health, safety, general welfare, education, recreation, pollution control, water supply, utilities, transportation, conservation, housing, planning development and such other matters as the common interest of the counties may dictate.

- D) Provide continuing technical assistance and information to the counties and other local governments, agencies and individuals, when requested to furnish such assistance and information.
- E) After coordination with the appropriate state, local and federal agencies, the HVRC may adopt such plans and programs as it may from time to time prepare. Such plans and programs as are adopted shall constitute the recommendations of the HVRC.
- F) The HVRC may cooperate with, contract with, and accept funds from federal, state, or local governments, public or semi-public agencies, private individuals, or corporations. It may expend such funds and it may carry out such cooperative undertakings and contracts.
- G) The HVRC may employ such staff, consultants and other expert assistance as it seems necessary, including a chief administrative officer, within the limits of the appropriations made, therefore, in HVRC's budget.
- H) Act as a liaison agency between the planning and other technical staffs of the counties with respect to projects involving more than one of the counties.
- I) Act as a conduit for the distribution of federal and state funds for regional research projects.
- J) Coordinate concerted action by the counties in their relations with federal and state governments.
- K) Organize regional conferences and meetings.
- L) Provide staff for regional committee meetings.
- M) Monitor regional trends.
- N) Act as a public spokesman for member counties on regional matters when requested to do so by participating counties.
- O) Provide public information services for regional matters.

ARTICLE V

BOARD COMPOSITION

Composition of the Board. The Board may consist of up to thirty-three (33) members from participating counties, distributed as follows:

A. Public Members

1. The elected county executive officer of each county, or if there be none, a member of the county legislative body of each county, other than the chairperson thereof;
2. The chairperson of each county legislative body;
3. One additional elected official of the county legislature, to be designated by the legislative chairman of each county. In a county where there is a city or city/town urbanized area with a population of 25,000 or more, the third member shall be an elected official representing the largest city or city/town urbanized area.

B. Private Sector Members

1. One (1) non-government representative shall be chosen by the chairperson of the county legislature of each participating county.
2. The non-government members will include men and women representing industry and labor, banking and business, farming and the professions, and representatives of the unemployed, educational and civic organizations.
3. There shall be up to five (5) minority members on the Board of the HVRC. The chairperson of the county legislature from each county having a population in excess of 100,000, shall appoint one representative. These representatives may be private citizens or part-time elected officials.

Where appropriate to their non-governmental occupations, part-time elected officials may also represent the principal economic interests.

Minority representatives who meet these criteria may be counted toward the fulfillment of the private citizen requirement.

Minority organizations shall be consulted on such nominations and on the filling of any vacancies which may occur.

- C. Term of Office. The term of office of a public sector member on the Board shall be concurrent with his/her term in public office he/she holds at the time of his/her appointment.

The terms of the private sector members on the Board shall be for a period not to exceed two years. Private sector members may be reappointed.

1. Term of Office. A chairperson shall be elected at the December meeting for a one-year term beginning January 1 of the next year. A chairperson may serve more than one term.
2. Removal from Office. A chairperson may be removed from office by a vote of two-thirds of the total membership of the Board no sooner than fourteen (14) days and no later than twenty-eight (28) days after written notice of intent to remove the chairperson is filed with the secretary of the Board. Such written notice of intent to remove the chairperson shall bear the signatures of a simple majority of the total membership of the Board. After receiving such written notice, the secretary shall inform the membership of the Board of the time and date of a special meeting to be held no sooner than fourteen (14) days and no later than twenty-eight (28) days from the date of receipt for the purpose of considering the chairperson's removal. In the event that a chairperson is removed from office, his/her unexpired term shall be filled by a member of the Board in the same manner as such chairperson was originally elected. A new chairperson shall be elected no sooner than thirty (30) days and no later than sixty (60) days from the date of removal of the previous chairperson. Until the election of a new chairperson, a vice-chairperson appointed by the membership shall serve as chairperson.
3. Powers and Duties. The powers and duties of the chairperson shall be as follows:
 - a. Preside at all meetings of the Board.
 - b. Appoint all members of committees of the Board subject to the approval of the Board.
 - c. Serve as chief policy advocate for the Board.
 - d. Represent the Board at hearings, conferences and other events as required or designate another member of the Board to serve in his/her stead.
 - e. Execute all agreements, contracts, deeds, and any other instrument of the Board.
 - f. Employ such staff or contract with an organization as is necessary to carry out the purposes and functions of the Board subject to the approval of the members.

- D. Alternates. A representative to the HVRC Board may designate an alternate to serve during the absence of such representative. Such designation shall be in writing and filed with the secretary of the HVRC and shall remain in effect until revoked in writing, or until the term of the designating representative terminates.
- E. Method of Filling Vacancies. The respective county legislative chairperson shall fill vacancies on the Board. This shall be followed by legislative confirmation until which time the member will serve provisionally.
- F. Removal from Office. Any member of the Board appointed as an official representing that county who is absent from three or more consecutive meetings without being excused by the Board shall be contacted by the Chairperson of the Legislature by whom he/she was appointed, and if he/she no longer desires to be a member of the Board, then the respective county legislative chairperson shall appoint another person to fill his/her unexpired term.

Any private sector member who is absent from three or more consecutive meetings without being excused by the Board shall be subject to forfeiture of his/her seat on the Board. When a private sector member for any reason ceases to be a member of the Board, then his/her unexpired term shall be filled by the legislative chairperson.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS

The HVRC shall elect a chairperson, three vice-chairpersons, a secretary and a treasurer from the board. Four of these positions must be filled by public sector members and two by private sector members.

- A. The Annual Election of Officers. The annual election of officers shall be held in December of each year. The elected officers shall take office on the first of January of the next year.
- B. Nomination of Officers. Nominations of the officers shall be made by a nominating committee appointed by the chairperson. The committee shall make its report and nominations may also be made from the floor. The nominee receiving a vote of a majority of a quorum shall be declared elected.
- C. Chairperson. The Board shall elect a chairperson from among its members.

- D. Vice-Chairpersons. The Board shall elect three vice-chairpersons from among the membership of the Board.
1. Term of Office. The vice-chairperson shall serve a term coterminous with that of the chairperson. A vice-chairperson may be re-elected to his/her office.
 2. Removal from Office. A vice-chairperson may be removed from office by a vote of two-thirds of the total membership of the Board under the same procedures which govern the removal of the chairperson. In the event that a vice-chairperson is removed from office, his/her unexpired term can be filled immediately by a member of the Board in the same manner as such vice-chairperson was originally elected.
 3. Powers and Duties. The powers and duties of each vice-chairperson shall be determined by the chairperson. In the absence of a chairperson or in the event of his/her inability to act, or in the event the position of chairperson is for any other reason vacant, the first vice-chairperson shall perform the duties of the chairperson and when so acting, shall have all the powers of and be subject to all the restrictions of the chairperson.
- E. Secretary. The secretary shall be appointed by the Board and shall serve at the pleasure of the majority of the Board. The secretary shall authenticate by his/her signature the minutes and resolutions adopted by the Board.
- F. Treasurer. The Treasurer shall be appointed by the Board and shall serve at the pleasure of the majority of the Board.

ARTICLE VII

EXECUTIVE COMMITTEE

Executive Committee. An Executive Committee is hereby established within the Board. It shall consist of up to ten (10) members: the six (6) officers of the HVRC and four (4) at large members representing the participating counties. Of the ten members, at least five shall be public sector members, two private sector members, and one minority representative. The members of the Executive Committee will be chosen by the full Board on the recommendation of a nominating committee."

The following duties are established for the Executive Committee:

- A. to consider personnel and policy matters that may come before the Board;
- B. to advise the Board on matters of importance to the Board;
- C. to work on budget and program matters as related to the affairs of the Board;
- D. establish policy, approve planning programs and approve contracts in connection with the goals of the HVRC;
- E. act for the HVRC on matters arising between scheduled full Board meetings.

The Executive Committee shall meet at least two (2) times a year and additionally at the call of the chairperson.

All actions of the Executive Committee will be subject to notification to the membership.

ARTICLE VIII

BOARD MEETINGS

Meetings. The HVRC shall hold Board meetings, place(s) and dates to be determined by the HVRC but, in any event, meetings shall be held at least twice a year. The annual meeting of the HVRC shall be held in December. Executive Committee and special meetings may be called by the Chairperson on his/her own initiative and shall be called by him/her at the request of five or more representatives. All representatives to the HVRC shall be notified in writing of the time and place of meetings.

- A. Minutes of Proceedings. A record shall be kept of all actions of the Board in meetings. Such record shall describe the subject considered, the motion made, a brief summary of discussion of the motion, if any, and the results of the vote on the motion.
- B. Rules. Except as otherwise provided, all meetings of the Board shall be conducted in accordance with Robert's Rules of Order.
- C. Agenda. There shall be an agenda for each meeting, listing the items to be considered, information relating to such items and for each item, where appropriate, the chairperson's recommendations.

- D. Quorum. A quorum shall be required for any official meeting of the Board. A quorum shall consist of one more than one-half of the total number of members of the Board.
- E. Voting. For all matters except removals and amendments to the By-Laws, a simple majority vote of those members voting at a meeting at which a quorum is present shall be required to adopt or reject a motion. For elections and amendments to the By-Laws, an affirmative vote of a simple majority of the total membership shall be required.
- F. Alternate. A representative to board may designate an alternate to serve during the absence of such representative. Such designation shall be in writing and filed with the secretary of the HVRC and shall remain in effect until revoked in writing, or until the term of the designating representative terminates.
- G. Proxies. Only standard form written and dated proxies specifically naming replacement will be accepted for voting privileges. Each replacement may only represent one voting member.
- H. Special meetings of just the public sector members may be called by the Chairman to discuss issues pertaining exclusively to inter-governmental affairs.

ARTICLE IX

FINANCIAL ACCOUNTING

- A. Books, Accounts and Annual Reports. The HVRC shall keep books of account which shall be independently audited at least once in each calendar year. The auditor's report and annual report of activities shall be provided to the HVRC Board and to the clerk of the legislature of each participating county.
- B. Fiscal Support. The participating counties shall contribute dues to the financial support of the HVRC and such dues shall be fixed by the HVRC Board membership in August of the fiscal year preceding the commencement of the fiscal year in which dues shall become payable. Dues shall be paid to the treasurer of the council no later than January 15th of the fiscal year.
- C. Additional funds. The legislative body of any participating county may, during any year, provide funds to the HVRC in excess of the amount provided in paragraph "B" above.

- D. Budget. After determining the annual revenues to be received by the HVRC from dues, federal and state aid, and any other contributions, the HVRC, in December of each year, shall adopt an operation budget for the ensuing fiscal year.
- E. Fiscal Year. The fiscal year of the HVRC shall be the calendar year.
- F. Records. The HVRC shall keep a record of its recommendations, transactions, findings and determinations which shall be public record.

ARTICLE X

COMMITTEES

The HVRC shall have three (3) standing committees responsible for the preparation of preliminary data and recommendations of importance to the region. The special committees shall furnish such advice and technical assistance as may be requested by the HVRC on matters of common interest to the participating counties. The Chairperson shall appoint the members of the standing committee from each participating county with concurrence and approval from public sector representatives of each county.

- A. The Hudson Valley Economic Development District, Inc. (HVEDD). The members and officers of the Hudson Valley Regional Council shall serve as the board of the HVEDD, a private, nonprofit corporation incorporated by the HVRC for the purposes of promoting economic development in the Hudson Valley.
- B. An Advisory Committee shall consist of the administrative head of the planning department or planning agency of each of the participating counties. The Advisory Committee will work under the direction of the HVRC through the Executive Director.
- C. The Overall Economic Development Program (O.E.D.P.) Committee shall be responsible for preparation of an Overall Economic Development Program report for the counties comprising the federally designated Hudson Valley Economic Development District. The OEDP report shall be consistent with the requirements of the U.S. Economic Development Administration. The OEDP Committee shall consist of at least one member or appointed director of a recognized local development corporation or economic development agency representing each of the Hudson Valley Economic Development District counties. The Chairperson shall appoint the members of the committee. Appointments from participating counties will be made from recommendations provided by the public sector representatives of each county.

In addition the Chairperson shall be empowered to appoint additional members from regional public, private, not-for-profit and minority organizations representing business, labor and education consistent with the tasks to be undertaken by the Committee.

The OEDP Committee shall work under the direction of the HVRC through the Executive Director.

- D. The HVRC shall appoint additional committees to consider, investigate or take action on matters before the HVRC Board.
- E. Each committee, except the HVEDD, shall elect its own Chairperson. As stated above in Item A, the HVEDD shall have the same officers and board as the HVRC.
- F. All committee reports will be sent to the HVRC Board members for information and action as required.

ARTICLE XI

EFFECTIVE DATE

These By-Laws shall become effective upon approval of the HVRC and remain in force until amended or revised by a majority of the HVRC.

ARTICLE XII

DURATION AND TERMINATION

The Articles of Agreement shall continue and remain in full force, except as superseded by these By-Laws. The HVRC shall not be dissolved unless by two-thirds vote of the whole number of representatives to the HVRC.

Any county may withdraw as a participating member as stipulated by the Articles of Agreement (dated December 15, 1977 and revised March 25, 1982).

The failure of a participating county to make its financial contribution to the HVRC, as determined by Article B hereof, by the end of the fiscal year in which such contribution becomes payable, shall constitute a withdrawal by such county from the HVRC, as stated in the Articles of Agreement.

ARTICLE XIII

AMENDMENTS

The HVRC may, from time to time, propose amendments to these By-Laws.

ARTICLE XIV

INDEMNIFICATION

The Board shall save harmless and indemnify any person who shall have served as a member, officer or employee of the Board, or of a subsidiary of the Board, against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Board or of a subsidiary of the Board, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his/her duties on behalf of the Board or its subsidiaries, or the discharge of his/her duties as a fiduciary of a benefit plan for the Board employees or employees of a subsidiary of the Board. In the event of any such claim, demand, suit, action, or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he/she reasonably believed to be in the best interests of the Board or of its subsidiaries, and in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his/her conduct was lawful. The provisions of this Article shall inure only to members, officers and employees of the Board or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Board a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Board as counsel to the said member, officer or employee on the defense of such claim, demand, suit, action or proceeding, and (c) the full cooperation of the said member, officer or employee in the event the offer is accepted, in the making of such defense.