

By-Laws of the Suffolk County Water Authority

The Suffolk County Water Authority was created on March 29, 1937 and has been in continuous existence as a body corporate and politic constituting a public benefit corporation since its creation. The Suffolk County Water Authority was created for the purposes and charged with the duties and has the powers provided in New York Public Authorities Law Article 5, Title 4. Section 1078(8) of the Public Authorities Law provides that the Authority shall have the power to make by-laws for the management and regulation of its affairs.

Article I

Authority Name, Purposes, Mission Statement

1. **Name of Authority.** The name of the Authority is the Suffolk County Water Authority (the “Authority”).
2. **Purposes.** The powers, purposes and duties of the Authority are in all respects for the benefit of the people of the County of Suffolk and the State of New York, for the improvement of their health, welfare and prosperity, and the said purposes are public purposes, and the Authority performs and essential governmental function in the exercise of its powers.
3. **Mission Statement.** “We will provide the customers of the Suffolk County Water Authority the highest quality water at the lowest possible cost in an atmosphere of excellent customer service.”

Article II

Meetings

1. **Regular Meetings.** Regular meetings of the Members shall be held for each calendar month at a date, time and place fixed by Chairperson.
2. **Special Meetings.** Special meetings of the Members may be held upon twenty-four hours’ notice to each Member. Notice may be oral, written, or by electronic means. Special Meetings may be called by the Chairperson or by any two Members.
3. **Matters for Consideration.** Regular and special meetings shall be open for consideration of any matter that is properly brought to the attention of the Authority.
4. **Quorum.** Three Members of the Authority shall constitute a quorum at any meeting duly called and held.

Article III
Members of the Authority

1. Number of Members, Residency. The Authority shall consist of five Members all of whom shall be residents of the County of Suffolk.

2. Appointing Body, Term. The Chairman and Members of the Authority shall be appointed by the legislative body of the County of Suffolk in such a manner as set forth in Section 1077 of the Public Authorities Law.

3. Secretary. The Secretary of the Authority shall be one of the Members of the Authority chosen by a majority vote of the Members of the Authority.

4. Vacancies. Vacancies in the membership of the Authority shall be filled in such a manner as set forth in Section 1077 of the Public Authorities Law.

5. Powers. The powers of the Authority are vested in and exercised by a majority of the Members then in office. The Members shall have all those powers set forth in Public Authorities Law Article 5, Title 4 and such other laws of the State of New York. The Authority may delegate to one or more of its Members, or its agents, or employees, such powers and duties as it may deem proper.

6. Duties. Members of the Authority shall:

(a) execute direct oversight of the Authority's Chief Executive Officer and other management employees in the effective and ethical management of the Authority;

(b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;

(c) establish policies and procedures regarding the property and employees of the Authority as required by law;

(d) perform each of their duties in good faith and with the degree of diligence, care and skill that an ordinarily prudent person in like position would use under similar circumstances, and apply independent judgment in the best interest of the Authority, its mission and the public; and

(e) execute an oath of office as required by law.

ARTICLE IV
Committees

1. Audit Committee. The Audit Committee shall be comprised of not less than three Members of the Authority. Members of the Audit Committee shall be appointed by and serve at

the pleasure of the Board of the Authority. The Audit Committee shall recommend to the Board of the Authority the hiring of a certified independent accounting firm for the Authority and the compensation such firm shall be paid, and it shall provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose.

2. Governance Committee. The Governance Committee shall be comprised of not less than three Members of the Authority. Members of the Governance Committee shall be appointed by and serve at the pleasure of the Board of the Authority. The Governance Committee shall keep the Board of the Authority informed of current best governance practices, review corporate governance trends, recommend updates to the Authority's corporate governance principals, advise the appointing body on the skills and experiences required of potential board members, examine ethical and conflict of interest issues, perform board self-evaluations, and recommend by-laws which include rules and procedures for conduct of board business.

3. Finance Committee. The Finance Committee shall be comprised of not less than three Members of the Authority. Members of the Finance Committee shall be appointed by and serve at the pleasure of the Board of the Authority. The Finance Committee shall review proposals for the issuance of debt by the Authority and make recommendations with respect thereto.

ARTICLE V
Seal

1. The seal of the Authority shall be circular in form and shall bear the name of the Suffolk County Water Authority and the year 1937.

I, Patrick G. Halpin, duly appointed and qualified Secretary of the Suffolk County Water Authority do hereby certify that the foregoing is a true, correct and complete copy of the By-Laws of the Suffolk County Water Authority, as adopted August __, 2012.

Witnesseth, my hand and seal this _____ day of August, 2012.

Patrick G. Halpin, Secretary