

BY-LAWS

BUFFALO SEWER AUTHORITY

ARTICLE I

NAME

A board consisting of five (5) members, each of whom is required to be a resident of the City of Buffalo, appointed by the Mayor, subject to confirmation by the Common Council, was created a body corporate and politic constituting a public benefit corporation by Chapter 349 of the Laws of 1935, (now Title 8 of Article 5 of Chapter 870 of the Laws of New York of 1939, the same being Public Authorities Law, Sections 1175 to 1195 inclusive), and is known as

BUFFALO SEWER AUTHORITY

ARTICLE II

The fiscal year of the Authority shall begin on the first day of July.

ARTICLE III**SEAL**

The seal of the Authority shall be circular in form with the words:

BUFFALO SEWER AUTHORITY

CORPORATE SEAL

1935

and such seal as is impressed on the margin hereof is hereby adopted as the corporate seal of the Authority.

ARTICLE IV**OFFICES**

The principal office of the Authority shall be at No. 1038 City Hall, in the City of Buffalo, New York, and except as otherwise required by resolution of the Authority or as the operations of the Authority may require, all the books and records of the Authority shall be kept at the office designated.

ARTICLE VOFFICERS

The officers of the Authority shall be a Chairman, Vice-Chairman, Assistant Vice-Chairman, Secretary, and an Assistant Secretary, all of whom shall be members of the Board and who shall be elected annually by the Authority and shall hold office until their successors are chosen and qualify in their stead. Vacancies shall be filled for the unexpired balance of the term. The Treasurer shall be the Treasurer of the City of Buffalo and the Comptroller shall be the Comptroller of the City of Buffalo.

ARTICLE VIDUTIES OF OFFICERSCHAIRMAN

The Chairman shall be the executive officer of the Authority. He shall preside at all meetings of the Authority and shall sign all official orders of the Authority.

VICE-CHAIRMAN

The Vice-Chairman shall perform the duties and exercise the powers of the Chairman in the event that the office of chairman is vacant or in the event that the Chairman is unable to perform such duties by reason of illness, disability, or absence. The

Vice-Chairman shall perform such other duties as may be imposed upon him by the Authority.

SECRETARY

The Secretary shall attend all meetings of the Authority and act as Secretary thereof and record all votes and shall cause to be kept a record of the proceedings of the Authority in a minute book to be kept for the purpose. He shall cause a notice to be given of all meetings of the Authority. He shall keep in safe custody the seal and shall have authority to affix said seal to all papers authorized to be executed by the Authority requiring such seal to be affixed. He shall have authority to cause copies to be made of all minutes and other records and documents of the Authority and to give certificates under the seal of the Authority to the effect that such copies are true copies and all persons dealing with the Authority may rely on such certificates. He shall perform such other duties as the Authority may, from time to time, impose upon him.

ASSISTANT SECRETARY

The Assistant Secretary shall also be authorized to affix the seal on all papers authorized to be executed by the Authority requiring such seal to be affixed. In the event that the office of Secretary is vacant or in the event the Secretary is unable to perform his duties by reason of illness, disability or absence, the

assistant Secretary shall perform the duties of the Secretary. He shall also perform such other duties as may be imposed upon him by the Authority.

ARTICLE VII

EMPLOYEES

GENERAL MANAGER

The Authority may employ a General Manager who shall be licensed to practice professional engineering by the State of New York and who shall have been engaged in the practice of professional engineering for at least ten years and shall have been in responsible charge of engineering work for at least five years; or alternatively, a General Manager who shall have had at least ten years of full-time experience in an executive or managerial position in the public service or in business administration or an equivalent combination of training, education and experience sufficient to indicate ability to perform the duties of the office.

The General Manager shall serve at the will of the Authority and shall, subject to the order and direction of the Board, have general supervision and direction of the business affairs of the Authority. He shall see that all orders and resolutions of the Authority are carried into effect and be empowered to delegate powers and duties to other agents or employees of the Authority. He shall perform such other duties as

the Board may designate. During his term of office as General Manager, he shall also act as one of the Assistant Secretaries of the Authority.

The General Manager shall be authorized to consider and approve or disapprove in his discretion wage assignments for any purpose.

PRINCIPAL SANITARY ENGINEER AND EXECUTIVE SECRETARY

The Principal Sanitary Engineer and the Executive Secretary shall perform the duties and exercise the powers of the General Manager in the event that the office of General Manager is vacant or in the event that the General Manager is unable to perform such duties by reason of illness, disability, or absence.

Such exercise of powers shall be shared jointly; with the general provision that the Principal Sanitary Engineer will assume responsibility for all phases of Engineering and related activities and the Executive Secretary will assume responsibility for all phases of Administration and related activities.

The Board may, nevertheless, in the event that the office of General Manger is vacant or in the event that the General Manager is unable to perform his duties by reason of illness, disability or absence, appoint an Acting General Manager and, thereupon, the Principal Sanitary Engineer and the Executive Secretary shall cease to act in their respective capacities as above set forth and the Acting General Manager shall assume all of the powers and duties of the General Manager as set forth herein.

TECHNICAL CONSULTANTS

The Authority may name and appoint, from time to time, special technical experts, consultants, agents and employees as it may require to serve at the will of the Authority and for such compensation as the Authority may provide. The Authority may by resolution fix the respective duties of any such special or technical experts, consultants, agents or other employees and designate under whose supervision or direction they or any of them shall serve. In the absence of any such specific designation, they shall be under the immediate supervision and direction of the General Manager.

GENERAL EMPLOYEES

Offices and positions shall be created from time to time by resolution of the Board and the number of employees and respective salaries of each employee shall be fixed by such resolution. Vacancies in any office or position shall be filled by the General Manager subject to confirmation by the Board. The General Manager may, at his discretion, create or eliminate any position, subject to confirmation by the Board, at the next regular scheduled meeting.

ARTICLE VIIIQUORUM AND MEETINGSQUORUM

At all meetings of the Authority, the presence of three members shall constitute a quorum for the transaction of business and the concurrence of three members of the Board shall be necessary to the validity of any action by the Board.

REGULAR MEETINGS

The Authority may by resolution fix a time for holding regular meetings of the Authority at the office of the Authority to be held without notice.

Whenever a quorum is not present at a regular meeting, the regular meeting shall be called in the same manner as is provided for special meetings of the Board.

SPECIAL MEETINGS

Special meetings of the Authority may be called by the Chairman or, in his absence, by the Vice-Chairman by notice given by the Secretary. Such notice addressed to the respective Board members at their places of residence shall be deposited in the post office at least twenty-four hours prior to the time fixed for such meeting.

Special meetings may also be called in like manner by any two members of the Authority. Special meetings may be held at the office of the Authority or at any other place in the City of Buffalo, New York, designated in such notice. Meetings may be held elsewhere than the City of Buffalo upon the written consent of each member of the Authority. Notice of any special meeting may be waived by any member of the Board.

ANNUAL MEETING

The Board constituting the Authority shall hold an annual meeting on the 1st day of July in each year at eleven o'clock in the forenoon or at such other time as may be fixed by the Board. If said day falls on a Saturday, Sunday or Holiday, the annual meeting shall be held on the next succeeding business day. At the annual meeting, the Board of the Authority shall elect its officers for the ensuing year and may transact such other business as may properly come before said Board.

Whenever a quorum is not present at the annual meeting, an annual meeting shall be called in the same manner as is provided for special meetings of the Board.

ARTICLE IXDISBURSEMENT OF FUNDS

All vouchers, requisitions, orders, payrolls, contracts, or other writings for the disbursement of funds shall be signed by the Chairman, General Manager, or person or persons designated by the General Manager, and when a countersignature is required, shall be countersigned by the Vice-Chairman or Secretary.

ARTICLE XCONTRACTS

All contracts and instruments which impose any liability on the Authority shall be signed by the Chairman or by the General Manager when authorized by resolution of the Authority.

ARTICLE XIAMENDMENTS

These by-laws may be altered, amended, suspended or repealed by a majority of the members of the Board from time to time without previous notice thereof.