# AMENDED AND RESTATED
# BY-LAWS OF THE MONROE COUNTY WATER AUTHORITY

---

(Section 1096, paragraph 10 of the Public Authorities Law provides that the Monroe County Water Authority shall have the power to make by-laws for the management and regulation of its affairs, and, subject to agreements with its bondholders, to make rules for the sale of water and the collection of rents and charges therefor. A copy of such By-Laws and rules, and all amendments thereto, duly certified by the Secretary of the Authority, shall be filed in the office of the Clerk of the County and thereafter published once in two newspapers having a general circulation in the County.)

## ARTICLE I
## The Authority

1. Name of Authority. The name of the Authority is the Monroe County Water Authority (the "Authority").

2. Purposes. The Authority is a public benefit corporation, created by and having the powers and functions set forth in the Monroe County Water Authority Act of the Public Authorities Law, as amended (the "Act").

3. Fiscal Year. The fiscal year of the Authority shall coincide with the calendar year. The Authority's fiscal year may be changed by resolution adopted at a regular or special meeting of the Authority.

## ARTICLE II
## Meetings

1. Annual Meeting. The annual meeting of the members of the Authority (the "Members") for the election of officers and the transaction of such other business as may properly come before it shall be held at the principal offices of the Authority, 475 Norris Drive, Rochester, New York, or at such other place, and at such time and on such date during the month of April in each year as directed by the Chairperson of the Authority.

2. Regular Meetings. Regular meetings of the Members shall be held at least once in each and every calendar month at a date, time and place directed by the Chairperson of the Authority.

3. Special Meetings. All special meetings may be held at any time or place within the County of Monroe on twenty-four (24) hours' notice to each Member, or upon shorter notice by written waiver of notice of such meeting signed by each Member. Such notice may be oral, by facsimile, electronically mailed, personally delivered or written.

Special meetings may be called by the Chairperson, or in his or her absence, by the Vice-Chairperson. Special meetings also may be called by any two Members.

4. Regular and Special Meetings. Any regular and special meetings shall be open for the consideration of any matter properly brought to the attention of the Authority.

5. Waiver. Notice of a meeting need not be given to any Member who submits a signed waiver whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

6. Quorum. Four Members shall constitute a quorum at any meeting duly called and held. No action shall be taken except pursuant to the favorable vote of at least four Members. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

## ARTICLE III
## Members of the Authority

1. Term of Office. The term of office for Members shall be as fixed by Section 1095 of the Public Authorities Law (enacted into law as Chapter 804 of the Laws of 1950 as amended by Chapter 116 of the Laws of 1951, and as further amended by Chapter 938 of the Laws of 1977, and as may be further amended from time to time), and they shall have the duties and powers as set forth therein.

2. Members of the Authority:

(i) Power and General Duties. The Members shall oversee the management of the affairs of the Authority by its Executive Director and other employed officers. The Members shall establish, monitor and update from time to time such policies as they deem necessary or desirable and appropriate to promote honest and ethical conduct by the Authority's officers, employees, and to maintain and enhance the public's confidence in the Authority. To that end, the Members shall periodically review and update the Authority's code of ethics and policies regarding conflicts of interest; policies regarding the procurement or disposition of real and personal property, or interest therein, by the Authority; and policies regarding the purchase of goods and services, including service contracts. All of such policies shall be consistent with the Act, other applicable law or these By-Laws.

(ii) Fiduciary Duty. The Members shall perform each of their duties in good faith and with that 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.

(iii) Acknowledgement. Each Member shall execute an acknowledgement, in the form prescribed by the New York State Authorities Budget Office.

(iv) Oath of Office. Within thirty (30) days after beginning their appointments, each Member shall take an oath of office as required by Section 10 of the New York Public Officers Law.

3. Governance Committee. The Authority shall appoint and constitute a standing governance committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Governance Committee. At least annually, the Chairperson of the Authority shall appoint the members and select the chair of the Governance Committee. The Chairperson of the Authority shall be a member ex officio of the Governance Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Governance Committee shall include:

(i) developing and recommending to the Members a set of corporate governance principles applicable to the Authority, reviewing corporate governance trends and obligations, especially as they pertain to public authorities and reporting on same periodically, reviewing the Authority's corporate governance guidelines periodically, and recommending to the Members such changes to the Authority's corporate governance guidelines as the Governance Committee from time to time deems necessary or desirable and appropriate;

(ii) reviewing annually with the Members the appropriate skills, characteristics and experiences required of Members in the context of the then current composition of the Authority and, as applicable, advising the County Legislature on the skills and experience required of potential Members; and

(iii) examining ethical and conflict of interest issues, performing Member self-evaluations, and recommending to the Members, as necessary, revisions to these By-Laws.

4. Audit Committee. The Authority shall appoint and constitute a standing audit committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Audit Committee and shall be familiar with corporate financial and accounting practices. At least annually, the Chairperson of the Authority shall appoint the members and select the chair of the Audit Committee. The Chairperson of the Authority shall be a member ex officio of the Audit Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Audit Committee shall include:

(i) reviewing and approving the Authority’s financial statements;

(ii) overseeing the Authority’s internal controls and compliance systems;

(iii) appointing, compensating and overseeing outside auditors retained by the Authority. Unless otherwise approved by the Members, such outside auditors shall not provide non-audit services to the Authority;

(iv) resolving disagreements with respect to, and overseeing compliance with, accounting policies and principles;

(v) reviewing management reports on internal controls and attestation of such reports by the Authority’s outside auditors; and

(vi) investigating compliance with the Authority’s policies and/or referring instances of non-compliance to the appropriate offices for investigation.

5. Finance Committee. The Authority shall appoint and constitute a standing finance committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Finance Committee. At least annually, the Chairperson of the Authority shall appoint the Members and select the chair of the Finance Committee. The Chairperson of the Authority shall be a member ex officio of the Finance Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Finance Committee shall include, without limitation:

(i) reviewing proposals for the issuance of debt by the Authority;

(ii) preparing and submitting to the Authorities Budget Office (“ABO”) a statement of intent to guide the Authority’s issuance and overall amount of bonds, notes, or other debt obligations that the Authority may issue by a deadline fixed by the ABO; and

(iii) issuing recommendations regarding the issuance of debt by the Authority.

6. Compensation Committee. The Authority shall appoint and constitute a standing compensation committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Compensation Committee. At least annually, the Chairperson of the Authority shall appoint the Members and select the chair of the Compensation Committee. The Chairperson shall be a member ex officio of the Compensation Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Compensation Finance Committee shall include, without limitation:

(i) appointing, compensating and overseeing an independent compensation consultant retained by the Authority;

(ii) working with the independent compensation consultant to create, implement, and regularly update a written compensation philosophy; and

(iii) from time to time, reviewing and implementing procedures regarding the performance and compensation of Executive Staff of the Authority (as defined in Article IV, Section 6 of these By-Laws), including preparing a written annual performance review of the Executive Director, reviewing the annual performance reviews of other Executive Staff prepared by the Executive Director, and recommending annual salary increases based, in part, on the Authority's written compensation philosophy and the written annual performance reviews described in this item (iii).

7. Other Standing Committees. The Chairperson may, from time to time, appoint other standing committees for general or specific purposes, each consisting of at least two Members. The Chairperson shall be a member of each such committee by virtue of his office. Such standing committees will be charged with duties and responsibilities described by the Chairperson and shall report to the Authority at its regular meetings.

8. Members Compensation. Pursuant to Section 1095 of the New York Public Authorities Law, the Members shall receive such compensation as is fixed from time to time by the Monroe County legislature for the performance of their regular duties, as defined by resolution of the Members, which shall include the attendance of regular meetings of the Authority provided for in Article I of the By-Laws.

## ARTICLE IV
## Officers of the Authority

1. The officers of the Authority shall be a Chairperson, Vice Chairperson and Treasurer, who shall be Members, and a Secretary who need not be a Member of the Authority. The Chairperson shall be elected annually by the Members at their annual meeting in accordance with Section 1095 of the Public Officers Law. The Vice Chairperson and Treasurer of the Authority shall be elected annually by the Members at their annual meeting or, in the case of a vacancy, at any regular meeting of the Members. The Secretary and any other officer shall be appointed by, and shall serve at the pleasure of, the Authority, subject to the rights of such persons under the Civil Service Law.

2. Chairperson. The Chairperson shall preside at all meetings of the Members. He or she shall sign in the name of the Authority all notes, bonds or other evidences of indebtedness when so authorized by resolution of the Authority, and shall perform such other duties as may be assigned to him or her from time to time by the Authority.

3. Vice Chairperson. The Vice-Chairperson shall, in the absence or incapacity of the Chairperson, perform the duties of that officer.

4. Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Authority from whatever source derived and shall deposit the same forthwith in the name of the Authority in such bank or banks in the State of New York as the Authority shall designate. The moneys in such accounts shall be paid out on check of the Treasurer, the

Executive Director or the Director of Finance and Business Services, on requisition by the Authority, or on requisition of such other person or persons as the Authority may authorize to make such requisitions. Funds not immediately required by the Authority shall be invested in accordance with the Authority's investment policy and applicable law.

5. Secretary. The Secretary shall keep the minutes of the meetings of the Authority; shall attend to the serving of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned to him or her; and shall perform all the duties as the Authority may designate. The Authority may designate an Acting Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that officer.

6. Other Officers and Employees. From time to time, the Authority shall appoint and assign the duties and qualifications of one or more of an Executive Director, a Deputy Executive Director, a Director of Finance and Business Services, an Executive Engineer, a Personnel Manager, a Director of Production/Water Supply, a Director of Operations, a Director of Facilities and Fleet Maintenance, a Civil Engineer - Water Distribution, a Director of Information Technology, and an Assistant to the Executive Director (collectively, and together with the Secretary, the "Executive Staff"), subject to the applicable terms of the Civil Service Law of the State of New York. The Authority may appoint, and at its pleasure remove, such other officers and employees as it may require for the performance of its duties, fix and determine their qualification, duties and compensation, subject to the provisions of the Civil Service Law of the State of New York.

7. Contracts; Authority to Execute. The Members may, by resolution, authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances; but, unless so authorized by the Members by resolution, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to (i) bind the Authority by any contract or engagement other than in the ordinary course of the Authority's business or (ii) pledge the Authority's credit or to render it liable financially in any amount for any purpose, except for the payment of a debt or obligation not in excess of:

(i) for all contracts, or orders, for work, materials or supplies performed or furnished in connection with construction, the sum of $5,000.00; and

(ii) for all other purposes, the sum of $20,000.000.

The foregoing limitations shall not apply to the payment of the Authority's obligations under, in connection with or pursuant to any contract or engagement that has been properly authorized in accordance with these By-Laws.

8. Defense and Indemnification of Members, Officers and Employees. The Authority shall defend, indemnify and save harmless its employees (as "employee" is defined in Section 18 (1)(b) of the Public Officers Law of the State of New York) to the full extent authorized or permitted by Section 18 of the Public Officers Law (being Chapter 277 of the Laws

of 1981) or by any other applicable law. Said Section 18 of the Public Officers law is incorporated by reference herein as if fully set forth in this Section 8. The Authority makes the agreements required by Section 2(b) of said Section 18 of the Public Officers Law and is authorized to provide insurance as permitted by Section 8 of said Section 18 of the Public Officers Law.

## ARTICLE V
## Amendments

1. These By-Laws may be repealed or amended by the Monroe County Water Authority at any duly called regular or special meeting of the Authority, provided, however, that any motion to repeal or amend these By-Laws shall not be adopted until the same has laid on the table until the next succeeding regular meeting.

## ARTICLE VI
## Seal

1. The seal of the Water Authority shall be circular in form and shall bear the name of the Monroe County Water Authority, State of New York and 1951. Thus:

**************************

I, DIANE HENDRICKSON, duly appointed and qualified Secretary of the Monroe County Water Authority do hereby CERTIFY that the foregoing is a true, correct and complete copy of the By-Laws of said Monroe County Water Authority, as amended ___, 2026.

**WITNESSETH**, my hand and seal this __th day of ___, 2026.

______________________________
Diane Hendrickson
Secretary to the Authority

# MONROE COUNTY WATER AUTHORITY
# TRAVEL AND EXPENSE REIMBURSEMENT POLICY

## ARTICLE 1
## PURPOSE

To reimburse an employee's business travel and meeting attendance expenses. This applies to all employees.

## ARTICLE 2
## POLICY

Requests for travel and overnight stays must be preapproved for reimbursement. For travel that does not include stays, see 'Local Seminar Travel and Expense Reimbursement' policy.

Only the actual necessary expenses essential to the ordinary comforts of a traveler in the performance of their official duties will be reimbursed with the exception of meals, as referenced below.

All air travel shall be reimbursed at coach fare rates. If other than coach fare is necessary, prior approval is required from the Executive Director.

The corporate credit card can be used to secure travel arrangements such as car rental, hotel reservations, etc.

Only expenses essential to the conduct of business will be reimbursed. Some non-reimbursable items include travel insurance, unauthorized travelers and miscellaneous transportation expenses (e.g. to and from restaurants).

Submitting fraudulent receipts or falsifying your expense report will result in loss of your reimbursement privileges, termination or other disciplinary action as determined appropriate by the Executive Director.

The Executive Director may approve exceptions to this policy for emergency situations or extenuating circumstances.

**Travel Authorization Form**

1. Complete **Estimate of Expenses** section of Form. Submit ten (10) business days prior to travel, absent extenuating circumstances.
2. Obtain approval from immediate Supervisor, Department Head and Executive Director (Executive Director's approval is only required for travel over $500).

3. Reimbursement may be requested prior to traveling for out-of-pocket expenses paid by cash or personal credit card upon completion and approval of the Form.
4. Complete within fifteen (15) days of your return the **Actual Expenses** section of the Form and submit it to your supervisor for review and approval.

*Note: Parking violations are not reimbursable expenses. Traffic citations and other moving violations are not reimbursable expenses.*

**Transportation**

Mileage is never reimbursed for an employee to travel to the primary work site (the location where an employee is assigned to report for work on each day or call-out) either during the normal work week or on overtime. Reimbursement is available with the following:

- If available, MCWA pool vehicles should ALWAYS be considered when use of a vehicle is required.

- Personally owned vehicle (upon Department Head approval) traveling to other locations required by the Employer for business purposes shall be reimbursed for mileage at the established rate.
- Parking charges and tolls are reimbursed when either the employee:
    - Attaches the applicable receipt or,
    - Attests to the receipt's misplacement or,
    - Attests to the location of the street parking meter (when a receipt is unavailable).
- Rental Car reimbursement requires:
    - Executive Director's approval *prior* to any travel.
    - Expenses recorded in the Actual Expenses section.
    - Verbal authorization from the Executive Director if an unexpected need arises during the course of travel.
    - Rental cars should be returned to original rental location in order to avoid costly drop-off charges.
    - Additional collision insurance offered by the rental company should be purchased with the rental.
- Airfare and Baggage Fees
    - Every effort should be made to obtain the lowest airfare for coach flights.
    - Standard minimum baggage fees for up to two bags within weight limits will be reimbursable.

- Electronic tickets carry a dollar value. Therefore, all canceled trips must be reported immediately.
- Cancellations must be made prior to departure day in time to avoid unnecessary costs.

- Taxi/Shuttle/Public Transportation/Uber/ Lyft
    - Employees should evaluate their individual circumstances and select the safest, most economical mode of transportation when traveling to and from all destinations.
    - Business-related taxi/shuttle and public transportation expense reimbursement request (with purpose) must be accompanied by a receipt.

**Meals**

Current federal per diem rates determine meal and incidental expenses. Actual expenses for meals and incidental expenses are not reimbursable. Business meals which meet the Food Expenditure and Reimbursement Policy criteria may be reimbursed per policy.

Any missed meals may be reimbursed.

Per diem rate is the federal per diem and is divided into breakfast, lunch, and dinner payments in prorated payments for partial days travel. Further reductions in the per diem (based upon the above segmentation) are made for meals included as an integral part of the cost of any seminar, or hotel cost, or paid for by others. The per diem rates include gratuities. See Finance/Business Services Department for current breakdown of federal per diem rates.

Overnight travel only (first and last day only):
Time Schedule Meal Rate
Leave before 7:30 a.m. – Breakfast per Diem
Travel through 1:00 p.m. – Lunch
Return after 5:30 p.m. – Dinner

**Lodging**

Every attempt should be made to stay in the hotel hosting the conference or meeting and pay conference room rate.

Actual lodging cost (based on receipts) is reimbursed and limited to a single occupancy rate for a standard room. All accommodations in route or at a meeting location must be essential to the conduct of business and not at the convenience of the employee. (The Executive Director approves all exceptions in advance.)

The traveling employee should carry:

- Their employee identification badge to help secure special government rates.

- The Tax Exemption Certificate and present it during hotel check-in. This sales and occupancy tax exemption applies to all hotels in New York State.

**Registration**

The employee is encouraged to pursue discounted prepayment, group, or association member rates when registering for a meeting. A check from Accounts Payable or the corporate credit card can be used for prepayment.

**Miscellaneous Charges**

Receipts for other business purposes, to be considered for reimbursement, should be attached to the Travel Authorization Form.

**Travel Advances**

In case of financial hardship, an advance for out-of-state travel may be granted by the Executive Director. However, advances should be rare and only used in extreme circumstances. The request should be made in writing with ample time to approve and advance a check.

**Family Member/Spouse/Guest Travel**

When a family member/spouse/guest joins an employee on official travel, the employee will be responsible to pay all travel costs, including airfare and meals of the family member/spouse/guest.