

**BY-LAWS OF THE
ULSTER COUNTY RESOURCE RECOVERY AGENCY**

ARTICLE I - THE AGENCY

Section 1. Name

The name of the Agency shall be "Ulster County Resource Recovery Agency".

Section 2. Seal of Agency

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency

The office of the Agency shall be at 999 Flatbush Road, Town of Ulster, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. Any two or more offices, except the offices of Chairman, Vice Chairman and Secretary may be held by the same person.

Section 2. Chairman

The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chairman shall submit such recommendations and information as the Chairman may consider proper concerning the business, affairs and policies of the Agency. The Chairman shall evaluate the performance of any officer or employee of the Agency appointed by the Agency members, including, but not limited to, the Agency's Counsel and Executive Director, in January of each year, and shall report the results of the evaluation to the Agency members at a duly convened executive session.

Section 3. Vice Chairman

The Vice Chairman shall, in the absence or disability of the Chairman, perform all the duties and responsibilities of the Chairman.

Section 4. Secretary

The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose and shall perform all duties incident to this office. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

Section 5. Treasurer

The Treasurer shall have the care and custody of all funds of the Agency and shall deposit or cause the same to be deposited in the name of the Agency in such bank or banks as the Agency may select, and shall enter into such investments or investment agreements as may be authorized by statute, the Investment Policy of the Agency, or any contract between the Agency and the holders of its bonds or other obligations. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Chairman. The Treasurer shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of the transactions and also of the financial condition of the Agency. The Treasurer shall give such bond for the faithful performance of the Treasurer's duties as the Agency may determine.

Section 6. Additional Duties

The officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by the By-Laws of the Agency, or by the rules and regulations of the Agency.

Section 7. Election of Officers

The first officers of the Agency shall be elected at the Agency's first meeting. Thereafter, all officers of the Agency shall be elected at the annual meeting of the Agency from among the members of the Agency and shall hold office for one year or until the successors are elected and qualified. Nothing herein shall prevent an individual from holding successive terms in office. Notwithstanding anything

herein to the contrary, the Secretary need not be a member of the Agency.

Section 8. Vacancies

Should any office become vacant, the Agency shall elect a successor from among its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 9. Executive Director

An Executive Director may be appointed by the Agency, who shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Executive Director shall be charged with the management of all projects of the Agency.

Section 10. Additional Personnel

The Agency may from time to time employ such personnel or enter into contracts for consultant services as it deems necessary to exercise its powers, duties and functions as prescribed by the Public Authorities Law of the State of New York, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel and consultants shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE III - MEETINGS

Section 1. Annual Meeting

The annual meeting of the Agency shall be held immediately before the first regular meeting of each calendar year at the regular meeting place of the Agency, or on such other day and at such other time as the Agency may determine by vote taken at least thirty days prior to such date. In the event such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day that is not a legal holiday.

Section 2. Regular Meetings

Regular meetings of the Agency may be held at such times and places as from time to time may be determined by resolution of the Agency.

Section 3. Special Meetings

The Chairman of the Agency may, when deemed desirable, and shall, upon the written request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call

for a special meeting may be delivered to each member of the Agency or may be mailed to the business or home address of each member of the Agency at least three days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Order of Business

At the regular meetings of the Agency, the following shall be the order of business, unless otherwise determined by the Agency:

1. Roll call
2. Pledge of Allegiance
3. Public Comment
4. Approval of minutes
5. Communications and Announcements
6. General Reports
7. Resolutions and Board Notifications
8. Old Business
9. New Business
10. Executive Session (as needed)
11. Adjournment

All resolutions shall be in writing and shall be copied in or attached to a journal of the proceedings of the Agency.

Section 5. Voting

The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting. Three affirmative votes shall be necessary to pass a resolution.

ARTICLE IV - AMENDMENTS

Section 1. Amendments to By-Laws

The By-Laws of the Agency shall be amended only with the approval of at least a majority of all the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency, or, alternatively, all members have waived such notice in writing.

As Amended on December 19, 2011

WAIVER OF NOTICE

I, _____ a member of the
Ulster County Resource Recovery Agency, hereby waive
notice of amendments to the By-Laws of the Agency as
required by Article IV, Section 1 of the By-Laws.

Signed,

Dated: January _ , 20_____