

Rochester Joint Schools Construction Board
BYLAWS

Article I

THE JOINT SCHOOLS CONSTRUCTION BOARD

Section 1. Name

The Rochester Joint Schools Construction Board shall be referred to in these by-laws as the RJSCB. The RJSCB is an agent of the City of Rochester (the City) and the Rochester City School District (the RCSD) as authorized by Chapter 416, Laws of New York State 2007 (the Legislation).

Section 2. Office

The principal offices of the RJSCB shall be located at 70 Carlson Road, Suite 200, City of Rochester, County of Monroe, State of New York. The RJSCB may have other offices at such other places as the Members of the RJSCB may, from time to time, designate by resolution.

Section 3. Annual Organizational Meeting

The RJSCB shall conduct an annual organizational meeting on or about July 1 of each year. Meeting dates, a Chair, and Vice Chair shall be established at that meeting. All voting members of the RJSCB shall be eligible for election as Chair and Vice Chair by majority vote.

Article II

MEMBERS

Section 1. Members

- (a) There shall be eight (8) Members of the RJSCB. All references in these bylaws to Members shall be references to Members of the RJSCB. The Independent Compliance Officer stipulated by the Legislation is a non-voting Member and as such does not affect a quorum but is included in the total number of Members.
- (b) Charter Members shall be appointed in accordance with the terms of the Legislation.
- (c) Members may resign at any time by giving written notice to the Chair of the RJSCB. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice by the Chair. Acceptance of the resignation shall not be necessary to make it effective.
- (d) Members may vote to recommend removal of Member(s) to Mayor and Superintendent, who must agree to removal in accordance with terms of original appointment. The Mayor or Superintendent may remove Members in accordance with terms of original appointment. (i.e. the Mayor may only remove Members appointed by Mayor and Superintendent by Superintendent). In the case of the joint appointee, both the Mayor and Superintendent must agree to removal.

- (e) New Members: Upon removal or resignation, new Members are to be appointed by Mayor and Superintendent in accordance with Legislation.
- (f) Members shall serve three-year terms commencing on July 1 of the first year of their term and ending on June 30 of the third year of their term. On or before July 1, 2017, the Mayor and Superintendent shall assign each of their appointed Charter Members to one of three classes, with terms ending June 30, 2018, June 30, 2019 and June 30, 2020, with the independent Member serving until June 30, 2020. Members shall serve until the earlier of the end of their term, removal by the Mayor or Superintendent as specified in the Legislation, or resignation. Upon removal or resignation of a Member, the Mayor or Superintendent or both, as specified in the Legislation, shall appoint a New Member to fill the remainder of the departing Member's term. Members may not serve more than two full three-year terms. The Independent Compliance Officer shall not be governed by these term limits.
- (g) One Member shall be elected by a majority of the Members to serve as Treasurer. The Treasurer will also serve on and chair the Finance Committee. The Treasurer shall be responsible for: Oversight of all the funds and securities of the RJSCB; oversight of the deposit of such funds in the name of the RJSCB in such bank or trust company as RJSCB Members designate; signing instruments that require the Treasurer's signature (but only with the approval of the Chair); exhibiting at all reasonable times the books and accounts of the RJSCB to the City, the RCSD or any RJSCB Member; and presenting an annual report setting forth in full the financial condition of the RJSCB at the end of each fiscal year.
 - g.1. The Treasurer shall be responsible for oversight and management of all monies of the RJSCB, including the receipt, investment, and disbursement of all monies and the preparation of all necessary financial statements, tax returns or other business forms required to be filed with governmental authorities in accordance with the direction of the RJSCB.
 - g.2. The Treasurer shall be the liaison with the external independent accounting firm selected by the RJSCB to conduct an audit, if any is required, of the RJSCB Annual Financial Statements. Such financial statements shall be prepared in accordance with generally accepted accounting standards and shall be audited in accordance with generally accepted auditing standards.
 - g.3. The Treasurer shall provide to the RJSCB a monthly report on the financial condition of the RJSCB.
 - g.4. The Treasurer shall perform other duties as may be directed by the Board.

Section 2. Meeting of the Members

- (a) Regular meetings of the RJSCB shall be held on such date or dates as shall be fixed at the annual meeting by majority agreement of the RJSCB. The RJSCB shall meet at least once per quarter. Meeting dates set at the

annual meeting may be amended by majority agreement of the RJSCB, and changes to meeting dates may occur outside the confines of meetings by unanimous written consent of the Members. Notice of meetings shall be posted in accordance with the Open Meetings Law.

- (b) Upon the written request of any Member, the Chair of the RJSCB shall call a special meeting of the Members. Special meetings may be held on such date or dates as may be fixed in the call for such special meetings. The call for a special meeting may be personally delivered to each Member of the RJSCB, may be sent electronically if a Member has designated an email address, or may be mailed to the business or home address of such Member. A waiver of notice may be signed by any Member failing to receive a proper notice.
- (c) In any matter for which the RJSCB is legally required, or elects, to hold a public hearing to solicit public comment, such hearing shall not be scheduled on the same date as an anticipated vote on said matter.

Section 3. Procedure at Meetings of Members

- (a) The Chair shall preside over the meetings of the RJSCB. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, a temporary Chair shall be appointed by a majority of the voting Members.
- (b) No official business shall be transacted at a meeting without a quorum, which requires four (4) of the seven (7) voting Members of the RJSCB to be present. If less than a quorum is present for any meeting, the Members then present may adjourn the meeting. An affirmative vote of four (4) or more voting Members of the RJSCB is required to enact any resolution. Voting shall be by voice vote unless a roll call vote is mandated by law or requested by a Member of the Board. Any Member who wishes to abstain from voting shall make a brief statement of the reasons for abstaining when it is his or her turn to vote.
- (c) Members shall comply with the RJSCB's Code of Ethics Policy. Members shall abstain from voting on any matter in which they have a conflict of interest. Members with conflicts of interest may still be counted when determining whether a quorum exists.
- (d) When determined by the RJSCB that a matter pending before it is confidential in nature, it may, upon motion, establish an executive session in accordance with provisions of the New York State Open Meetings Law. Said executive sessions shall include only RJSCB Members, officers, and others deemed necessary.
- (e) Order of Business
At all meetings of the RJSCB, the following shall be the order of business:
 - (I) Approval of Consent Agenda items pursuant to the Consent Agenda Policy
 - (II) Approval of draft minutes of the previous meeting
 - (III) Report of Chair
 - (IV) Action items
 - (V) Staff updates

(VI) Committee reports

(VII) Adjournment

The order of business may be altered or suspended at any meeting by the Members of the RJSCB. The Chair, at his or her discretion, shall allow audience members to address the Board.

(f) Resolutions shall be made by motion and shall be in writing if requested by the Chair or a majority of the Members and shall be recorded in the Meeting Minutes as kept by the RJSCB Clerk.

(g) The rules contained in the most recently published edition of "Robert's Rules of Order" shall govern the Board in all parliamentary procedure, except where these bylaws apply.

Section 4. Committees

(a) The following Committees shall be Standing Committees of the RJSCB:

<u>Committee</u>	<u>Responsibilities</u>
1. M/WBE and Services Procurement/Finance	Monitor M/WBE participation, benchmarks, and development initiatives. Monitor RFP process for various professional services, including financial, legal, M/WBE and others as necessary.
2. Finance	Monitor RJSCB budget; see also Article II, Section 1 (g).
3. Ethics	Interpret and make recommendations to the RJSCB in regard to any question of purported violations of the Code of Ethics Policy and statutorily enacted ethics standards affecting Members; render opinions with respect to compliance with ethical standards set forth in the Code of Ethics Policy and under the Legislation; recommend appropriate action, which determination shall be binding upon the RJSCB and Members.
4. Other	Ad-hoc committees to be designated as needed.

Article III **OFFICERS AND PERSONNEL**

Section 1. Officers

The officers of the RJSCB shall be the Chair, Vice Chair, and Treasurer.

(a) The Chair shall be chief executive officer of the RJSCB and shall carry out the orders and resolutions of the RJSCB. Except as otherwise authorized

by resolution of the RJSCB, the Chair shall execute (manually and by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidence of indebtedness and any other instruments of the RJSCB on behalf of the RJSCB. When making public statements, either spoken or written, on behalf of the Board, the Chair shall represent both the majority and minority positions of the Board. Written public statements by the Chair shall be submitted to the Board in advance.

- (b) The Vice Chair shall act as Chair in the absence of the Chair, and shall serve as Chair if the office of Chair is vacated by the elected incumbent prior to the end of his or her term.
- (c) Treasurer
See Article 11, Section 1 (g).

Section 2. Clerk

The Clerk, who shall not be a Member, will keep the minutes of the RJSCB, shall attest to the giving or serving of all notices of the RJSCB, shall have charge of such books and papers as the Members of the RJSCB may order, shall attest to such correspondence as may be assigned, and shall perform all the duties incidental to the office. The Clerk of the RJSCB shall provide public notice of the meetings of the Board, shall keep a record of the proceedings and minutes of the Board and of its committees, shall prepare the official correspondence and legal documents of the Board, and shall maintain files thereof.

Section 3. Compensation

The voting Members of the RJSCB shall receive no compensation for their services.

Article IV **AMENDMENTS**

Section 1. Amendments to Bylaws

These Bylaws may be amended or revised, from time to time, by a two-third (2/3) vote of the RJSCB, but no such amendment or revision shall be adopted unless written notice of the proposed action shall have been given by regular or electronic mail to each Member and the Chair at least five (5) days prior to the date of the meeting at which it is proposed that such action be taken.

Article V **POLICIES, PLANS, RULES AND REGULATIONS**

In addition to operating in accordance with these Bylaws, the Legislation and the laws of the State of New York, the RJSCB shall adopt policies, plans, rules and regulations to govern its operations, and may affirm policies, plans, rules and regulations proposed by the Executive Director for its management and administration.

Article VI **MISCELLANEOUS**

Section 1. Sureties and Bonds

In case the RJSCB shall so require, any officer, employee or agent of the RJSCB shall execute to the RJSCB a bond in such sum and with such surety or sureties as the RJSCB may direct, conditioned upon the faithful performance of his or her duties to the RJSCB and including responsibility for negligence and for the accounting for all property, funds or securities of the RJSCB which may come into the hands of the officer, employee or agent.

Section 2. Indemnification

- (a) To the extent permitted by law, the RJSCB shall indemnify and defend any Member, officer or employee of the RJSCB, the City or the RCSD, made a party to a claim, suit, action, or any other litigation or proceeding arising from the conduct of their official duties as a Member.
- (b) The foregoing rights of indemnification shall not be exclusive of other rights to which any Member, officer, employee of the RJSCB, City or RCSD may be entitled.
- (c) The RJSCB may procure or cause to be procured any insurance as it deems necessary for Members, officers and employees as authorized by law.

Section 3. Fiscal Year

The fiscal year of the RJSCB shall be the same as the City and RCSD's fiscal year (July 1 through June 30).

Section 4. Powers of the RJSCB

The RJSCB shall have all the powers set forth in its New York State enabling act cited as "The City of Rochester and the board of education of the city school district of the city of Rochester school facilities modernization program act" as amended, and to the extent permitted by law, shall have the power to do all things necessary or convenient to carry out its purposes and exercise the powers authorized herein.

* Except for ICO, appointed by the RJSCB.