

**BY-LAWS OF**  
**THE PORT OF OSWEGO AUTHORITY**  
**Oswego, New York**

Adopted by the Board of Directors at a meeting duly called and held on  
November 5, 2012, by Motion 11-5-12-05

Signed: Terrance Hammill Date: 11-5-12  
Chairman

Signed: Alfred Acker Date: 11-5-12  
Vice-Chairman

Signed: Thomas W. Miller Date: 11/5/12  
Secretary/Treasurer

## PREAMBLE TO THE BY-LAWS

Estela Kennen (2007) wrote:

“Bylaws are the ruling documents of an organization, or in this case, an organization’s board of directors. Bylaws are critical because they tell the board how to conduct its business. However, because bylaws are more or less set in stone, it is in the interest of the board to keep them as brief as possible. Bylaws should set forth the basic structure and abilities of the board. Everything else—such as policy recommendations—should be kept elsewhere.”

With that in mind, these By-Laws were developed to provide an operational framework for use by the Port of Oswego Authority Board of Directors as they work to maximize the benefits of the Port of Oswego for our city, our region, our state and our nation.

As will be evidenced by the enabling legislation (The Port of Oswego Authority Act, 1960) the Port of Oswego Authority, is defined as a corporation constituted as a Board of Directors, a body “both corporate and politic,” with a defined list of “purposes and powers.”

In preparing these By-Laws, several important and relevant documents were consulted for guidance and as models. These are listed below.

1. A 2009 LexisNexis search of: New York State Public Authorities Law. Article 6. Port Authorities. Title 2. Port of Oswego Authority, Sections 1350-1374. (41 pp).
2. By-Laws of the Port Authority of New York and New Jersey, corrected to May 22, 2008. (23 pp).
3. By-Laws of the Ogdensburg Bridge and Port Authority, St. Lawrence County, State of New York, corrected to 2005. (8 pp).
4. A collection of laws defined as the Albany Port District Laws. These operate in Albany, NY, instead of a New York State Port of Albany Authority. The Port of Albany is directed by a Board of Commissioners, appointed by the Mayor.

It is with confidence that the Board of Directors of the Port of Oswego Authority have developed and approved these By-Laws, and we expect that they will prove their value as we endeavor to meet the promise we envision for our Great Lakes-St. Lawrence River-New York Canals system of international commerce.

Kennen, E. 2007. How to write Non-Profit Bylaws. [http://non-profit-governance.suite101.com/cfm/how\\_to\\_write\\_bylaws\\_for\\_nonprofits](http://non-profit-governance.suite101.com/cfm/how_to_write_bylaws_for_nonprofits).

## ARTICLE I.

## NAME AND DESCRIPTION OF ORGANIZATION

**Section 1.01. Name.** The Name of the organization is the **Port of Oswego Authority** (hereinafter, **POA**), established by New York State Public Authorities Law, Article 6, Title 2, "Port of Oswego Authority Act. (POA Act)" Sections 1350 through 1374.

**Section 1.02. Description.** The **POA** is a "state authority" as defined by New York Public Authorities Law, Title 1, Section 2 (**attached**). The **POA** is further defined in Section 1351 (**attached**) as an "authority," meaning a "corporation" as defined by Section 1353 (attached). In Section 1351, the term "board" is defined as "the members of the authority." Moreover, as stated in Section 1353, The **board of directors** shall "hereafter be known and designated as the **Port of Oswego Authority...**" a body corporate and politic, constituting a public benefit corporation."

## ARTICLE II.

### OFFICES AND RECORDS

**Section 2.01. Offices.** The principal office of the **POA** shall be in the Administration Building located at the East Side Dock, 1 East Second Street, Oswego, NY 13126. Other subsidiary offices of the **POA** shall be located on **POA** property as necessary and approved by the Executive Director, or elsewhere as approved by the Board of Directors.

**Section 2.02. Records.** Unless otherwise approved by Motion of the Board at a duly scheduled meeting, all of the books and records of the **POA** shall be kept at the principal office designated above.

## ARTICLE III.

### MEMBERSHIP OF THE POA

**Section 3.01. Membership.** As established by the POA Act, Sect. 1353 (**Attached**), there shall be nine members, seven from the City of Oswego, one from the Town of Scriba, and one a member of or recommended by the Oswego County Planning Board.

**Section 3.02. Appointment.** The members shall be appointed by the Governor of New York State, by and with the advice and consent of the New York State Senate (POA Act, Sect. 1353).

**Section 3.03. Terms of Appointment.** Individual membership shall be for a period of four years from the end of the term of a predecessor. If a vacancy should occur during an individual's term, the successor shall complete the unexpired term of that predecessor (POA Act, Sect. 1353).

**Section 3.04. Oath of Office.** Members of the **POA**, before entering upon the duties of their office, shall take the constitutional oath of office, and file the same in the office of the NY Secretary of State (POA Act, Sect. 1353).

**Section 3.05. Duties.** The **POA** shall establish the policies of the **POA**, and shall be responsible for reviewing and monitoring whether **POA** procedures and regulations, and managerial Staff Officers' financial, management, and operational decisions and controls are in compliance with such overall policies. The **POA** shall expect and receive from the Executive Director reports on a regular basis, in order to be able to perform the oversight duties described herein and in the POA Act. The **POA** shall also be responsible for adopting the Annual Budget, strategic plans, capital plans, and other management plans as needed.

## ARTICLE IV.

### PURPOSES AND POWERS OF THE POA

**Section 4.01. Purposes.** The Purposes of the **POA** are as defined in Section 1354 (**Attached**) of the POA Act.

**Section 4.02. Powers.** The Powers of the **POA** are as defined in Section 1354 (**Attached**) of the POA Act, plus such other powers as may be defined further herein.

## ARTICLE V.

### OFFICERS AND COMMITTEES

**Section 5.01. Officers.** The **POA** shall organize by the selection from its members of a (1) Chair, (2) Vice-Chair, and (3) Secretary/Treasurer (**Note:** POA Act, Sect. 1353, specified chair, vice-chair, and secretary). Selection of officers shall be by a majority of the members voting during a duly called meeting, usually the Annual Meeting (see Article VII; Meetings).

**Subsection 5.01-1. Duties of the Chair.** The Chair shall (1) preside at all meetings of the **POA**, (2) communicate to the Executive Director and, where appropriate, executive staff, the policies of the **POA** established by the Board, (3) be responsible for advancing the mission and promoting to the general public the objectives of the **POA** and (4) perform other duties as requested by the Board. The Chair shall appoint the Standing Committees of the **POA**. The Chair will be responsible for the direct oversight of the Executive Director.

**Subsection 5.01-2. Duties of the Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in the event the office of Chair is vacant, or in the event that the Chair is unable to perform such duties by

reason of illness, disability, or absence. The Vice-Chair may be requested by the Chair and/or the Board to assume additional responsibilities, as needed.

**Subsection 5.01-3. Duties of the Secretary/Treasurer.** The Secretary/Treasurer shall (1) sign board resolutions and other board documents requiring such signature; (2) maintain original and copies of official POA Board documents (e.g., minutes of meetings, agreements, contracts, etc.); (3) oversee the proper and legal mailing of notices to the POA Directors and the Executive Committee; (4) ensure that minutes of meetings are correct and distributed to members in a timely manner, (5) be an official co-signatory of documents requiring two signatures (e.g., checks); (6) assist the Executive Director in the management, review, and administration of finances and fiscal matters of the organization; (7) be a member of the Audit Committee.

**Section 5.02. Standing Committees.** The POA Standing Committees shall be: (1) Executive Committee; (2) Audit and Finance Committee; (3) Planning and Development Committee; (4) Governance Committee. Standing Committees shall not be of a size to constitute a quorum of the POA membership.

**Subsection 5.02-1. Executive Committee.** The Executive Committee (1) defines roles of Board members and the Executive Director; (2) provides the Board orientation process; (3) oversees public relations; (4) maintains an organizational chart; (5) reviews personnel policies, and maintains job descriptions; (6) consults with the Personnel Director/Civil Service Commissioner of the City of Oswego, as necessary; (7) reviews recommendations for labor agreements; (8) provides annual review of the Executive Director and reviews annual evaluations of other Staff Officers done by the Executive Director. The Executive Committee shall include the Chair, the Vice-Chair, and the Secretary/Treasurer, plus a fourth member of the POA Board appointed by the Chair.

**Subsection 5.02-2. Audit and Finance Committee.** The Audit and Finance Committee (1) reviews both internal and external audit functions, including, but not limited to, working with the external auditor, reviewing the external audit, and recommending/implementing actions; (2) reviews budgeting, purchasing, sales, receipts, procedures, contracts, employment and benefit costs, investments, etc. on at least an annual basis.

**Subsection 5.02-3. Planning and Development Committee.** The Planning and Development Committee (1) oversees special projects, (2) identifies, plans and sets benchmarks for Port services, (3) maintains a listing of Port assets, (4) oversees capital projects and asset acquisition; (5) oversees security needs and requirements.

**Subsection 5.02-4. Governance Committee.** The Governance Committee develops and implements, through the Board, policies and procedures relating to the rules and regulations of the Port regarding hiring, contracting, Civil Service, pensions and benefits, ethics and conflicts of interest of POA members and staff, and the management of such as it may relate to the governance of the Port of Oswego. The Committee periodically reviews related documents for accuracy and currency.

**Section 5.03. Ad Hoc Committees.** The Chair may appoint such ad hoc committees as may be needed to provide additional information to the POA, for example, (1) an ad hoc nominating committee to solicit candidates and make nominations to the Board for election of POA officers, or (2) a search committee for a new executive director (or other staff officer) should the need arise.

## ARTICLE VI.

### STAFF OFFICERS AND PERSONNEL

**Section 6.01. Staff Officers.** Staff officers shall be the (1) Executive Director, the highest-ranked management position at the Port, and (2) such other staff officers as the Executive Director and the Board of Directors deem necessary to the proper operation of the Port.

**Section 6.02. Appointment of Staff Officers.** Staff officers will be classified as Civil Service employees, and must conform to Civil Service rules of appointment. The Executive Director shall be appointed by the POA Board of Directors at a business meeting. The position is a Civil Service, Exempt Class position, with a term appointment not longer than five years, but renewable. Appointment of other staff officers shall be confirmed by the POA at a business meeting (as defined below in Article VII). The Executive Director shall recommend one or more candidates to the POA for confirmation. The POA will give due consideration to the recommendation(s) of the Executive Director, but will not be limited by those recommendations if they do not conform to Civil Service criteria.

**Section 6.03. Performance Review of Staff Officers.** The Executive Committee of the POA shall conduct annual performance reviews of staff officers. Performance reviews will have the objectives of providing evidence to the POA that Port operations are being managed effectively by the staff officers, as well as also providing guidance for continuing improvement of Port operations. Performance reviews also will facilitate personnel decisions regarding employment and compensation. Review procedures will be developed jointly by the Executive Director and the Board of Directors, and will periodically be evaluated for efficacy.

**Section 6.04. Job Descriptions of Staff Officers.** Job descriptions of said positions will be authorized and maintained by the City of Oswego Personnel Director, who also has the role of NYS Civil Service Commissioner in this regard. Identical job descriptions also will be maintained in the Office of the POA, as described in Article II, and Subsection 5.02-1.

**Section 6.05. Duties of the Executive Director.** Characteristically the most public face of the Port, the Executive Director is charged with overseeing and directing the affairs of the Port. The incumbent in this position works under the general direction of the Board of Directors, while exercising direct supervision over all other staff officers, and with varying degrees of supervision, directly or indirectly, over all other employees of the POA.

**Section 6.06. Powers and Responsibilities of the Executive Director.** The Executive Director shall have the following powers and responsibilities, unless otherwise provided by any resolution of the Board of Directors, or subject to any limitations of the Annual Budget adopted by the Board of Directors. Moreover, the Executive Director may have additional powers and responsibilities conferred by any other provisions of these By-Laws, or by any resolution adopted heretofore or hereafter by the Board of Directors. Executive Director's powers and responsibilities shall be:

- (a) To determine and prescribe the duties of new and existing positions and the qualifications for appointments made thereto, provided such prescribed duties and

qualifications do not conflict with Civil Service descriptions, rules and regulations, where applicable;

- (b) Subject to the review and approval of the Executive Committee, to make permanent appointments to the Port staff;
- (c) To make promotions and demotions within the staff;
- (d) Subject to the review and approval of the Executive Committee, and, where applicable, Civil Service requirements, to terminate appointments to the Port staff;
- (e) To create temporary positions and make temporary appointments thereto for periods not to exceed six months duration (exception: if by virtue of compatible weather, the boating season extends beyond a six-month period, seasonal, temporary marina staff may be appointed for a period equal to the period of normal marina operation);
- (f) To grant or authorize the granting of vacation, sick leave, other leave of absence, and to modify other employee benefits (other than retirement matters), and to take other action affecting personnel, subject to constraints of law and/or collective bargaining where applicable;
- (g) To recommend to the Board of Directors such policies, procedures, and business opportunities that are consistent with the financial viability of the Port operation;
- (h) To manage the real property owned and maintained by the Port;
- (i) To prepare and present budget proposals, financial reports and projections, annual reports, and such other reports and documents as required by the **POA**, including short-term and long-term operating and capital plans and forecasts relating to future operations of the Port;
- (j) To perform related tasks and responsibilities as directed by the Board of Directors;
- (k) To effectuate such matters as have been approved by the Board of Directors, e.g., signing documents, contracts, agreements, leases, etc., executing contracts awarded for engineering services, legal services, capital improvements, etc., intervention and participation on behalf of the **POA** in proceedings before administrative tribunals of the United States or the State of New York, etc.;
- (l) To represent the Port on a variety of committees, commissions, and boards established by Federal, State and local government or other entities for the purposes of economic development, waterfront revitalization, community development or other such activities consistent with the purposes and mission of the Port;

**Subsection 6.06-1. Powers of Delegation by the Executive Director.** The Executive is authorized to delegate in whole or in part any duty, power or discretion conferred upon the Executive Director by

these By-Laws, or by any resolution heretofore or hereafter adopted by the Board of Directors, to any other qualified subordinate, provided, however, that the Executive Director shall file all such delegations with the Executive Committee. This delegation of power, however, shall not apply to any case where the Executive Director is authorized to sign checks, drafts, commercial paper, or deeds of conveyance of real property, or have access to safe deposit boxes. Nor, shall such delegation apply to appointment, promotion, demotion, or termination of Port personnel.

**Subsection 6.06-2. Discretionary Powers.** The Executive Director will have the latitude of considerable discretion in duties, powers, and responsibilities conferred under these By-Laws, but, unless otherwise expressly provided for, the By-Laws, or any resolution heretofore or hereafter adopted by the Board of Directors, will not be construed to allow the Executive Director a mandate to execute any agreement, contract, or purchase order, or to take any other action authorized under these By-Laws, without the knowledge of the Board of Directors. Under extraordinary circumstances with significant time constraints, or other serious constraints, the Executive Director may have to make executive decisions and take considered actions without providing prior notice to the Board of Directors. Subsequent to such discretionary action, however, the Executive Director shall make every effort to notify the Executive Committee of such action. Discretionary powers regarding procurement contracts and contractors are detailed further in Sections 4 and 5 of Guidelines for Procurement Contracts, approved by the Board of Directors, and available for view on the **POA** Website, [www.portoswego.com](http://www.portoswego.com).

**Subsection 6.06-3. Third Party Assurance.** Whenever the Executive Director purports to act pursuant to power vested under these By-Laws, then all third parties are entitled to rely on the Executive Director's representation that the Executive Director has the power to act as purported.

**Section 6.07. General Counsel.** The General Counsel shall be the chief legal officer of the **POA** and the Staff Officers, and shall: **(a)** advise and render opinions to the Directors and Staff Officers of the Authority as to all legal matters relating to the administration, operations, and financing of the Authority, and as to the laws governing the programs of the Authority; **(b)** draft, examine and approve as to legal compliance all forms, contracts or other documents necessary for all phases of the Authority's work or purposes; **(c)** coordinate with and assist bond counsel in the preparation of all documents related to the sale of the Authority's obligations and the investment of proceeds; **(d)** exercise such other powers and perform such other duties as the Board of Directors and the Executive Director may determine.

**Section 6.08. Other Personnel.** Subject to the provisions of **Section 6.06**, the Executive Director may, from time to time, within limits, which may be established by the **POA**, **(a)** employ such other personnel as the Executive Director may deem necessary to exercise the powers and perform the duties and functions necessary or convenient in carrying out the purposes and objectives of the Port Authority as defined elsewhere in these By-Laws, or by such other actions of the Board of Directors, **(b)** define their duties and functions, and **(c)** set their terms of employment, subject to the terms of any collective bargaining agreement that may be in force.

**Section 6.09. Professional Services.** The Executive Director may, subject to approval of, and within any limits which may be established by the **POA**, employ or retain such accountants, engineers, legal counsel, and other experts as the **POA** or the Executive Director may determine to be necessary or advisable, and may fix the terms of such employment or retainer.



## ARTICLE VII.

### MEETINGS

**Section 7.01. Business Meetings.** The POA will hold regular business meetings on a monthly basis, normally in the conference room of the principal office, at a time to be determined by the Board of Directors in concert with the Executive Director.

**Section 7.02. Annual Business Meeting.** The Annual Business Meeting will be held during the month of March, normally in the same location as are held the regular business meetings.

**Section 7.03. Special Business Meetings.** Special business meetings of the POA can be called as necessary by the Executive Director and/or the Chairman, or requested by a majority of the members.

**Section 7.04. Quorum.** A majority of the members of the POA shall constitute a quorum for the transaction of business, and the concurrence of a majority of all members shall be necessary to the validity of any order of the POA (POA Act, Sect. 1353).

**Section 7.05. Procedure.** As a deliberative body, the POA will be guided in its deliberations by Roberts Rules of Order, Newly Revised, 10<sup>th</sup> Ed. (2000; hereinafter RONR-10), and Robert's Rules of Order Newly Revised, in Brief (2004; hereinafter RONR-B). Votes normally will be open votes, i.e., by voice or show of hands. Should secret ballot voting be used in specific circumstances, the determination to do so will be by secret paper ballot, with ballots being similar and marked by similar instruments.

**Section 7.06. Presiding Officer.** The presiding officer of all business meetings will be the POA chair. In the absence of the chair, the presiding officer will be the vice-chair. In the absence of both, the presiding officer will be the secretary. In accordance with RONR-10 (pages 50, lines 29-35, 51, lines 1-18; 392, lines 15-25), and RONR-B (pages 69-70), in other than secret ballot voting, the presiding officer, in order to protect his impartial position, may (but is not obliged to) exercise his right to vote only when his vote will affect the outcome (e.g., to make a tie, preserve a tie, or break a tie vote).

**Section 7.07. Compliance.** All meetings of the POA will comply with New York State Law regarding proper notice, open meetings rules, Freedom of Information Law, webcasting, archiving, etc. as such requirements currently exist or as may be promulgated in the future.

## ARTICLE VIII.

### BUDGET

**Section 8.01. Budget.** Whenever reference in these By-Laws is made to a Budget, it shall mean the annual Operational Budget of the Port Authority, approved or authorized by resolution duly adopted by majority vote at the Annual Business Meeting of the POA in April (Sect. 7.02). Failure to adopt a Budget at the Annual Business Meeting, shall not prevent the POA from adopting the Budget at a subsequent regular or special meeting of the Board of Directors.

**Section 8.02. Budget Powers.** Whenever in these By-Laws, or in any resolution heretofore or hereafter approved by the Board of Directors, an officer is vested with powers or discretion with regard to a Budget item, such officer also shall have the same powers and discretion in any case where the Board of Directors approves or authorizes an expenditure of a specified amount (or of an approximate sum, or of an amount not to exceed a specified sum) for a specified purpose, by resolution or otherwise.

**Section 8.03. Planning Budgets.** Whenever the POA and/or Port staff engage in planning processes, such as reviewing and planning for capital expenditures, or for developing strategic planning goals, quasi-budgets may be developed, and are informative and necessary, but are not authorized for expenditure until relevant resolutions are approved at regular or special meetings of the Board of Directors.

## ARTICLE IX.

### CORPORATE SEAL

**Section 9.01.** The POA may establish and thereafter use, at its discretion, an official Corporate Seal by approving it at any business meeting. Said corporate seal may thereafter be used in any official correspondence, message, advertisement, or other communication, to reflect positively upon the mission and character of the POA. Such seal may take any of a variety of forms, including, for example, printed, stamped, pressed, or digital.

## ARTICLE X.

### INDEMNIFICATION OF MEMBERS AND EMPLOYEES

**Section 10.01. Right of Defense and Indemnification.** Present and former directors, officers, and employees of the Port Authority, and their estates shall be entitled to defense against and indemnification by the Port Authority in the amount of any judgment or claim arising while such person was acting within the scope of his public employment or duties, including actions brought under the provisions of civil rights laws, all in accordance with Section 2718 of the Public Authorities Law, and the rights, procedures and restrictions contained in Section 18 of the Public Officers Law.

**Section 10.02. Other Rights of Indemnification.** The right of indemnification, wherein provided, shall not be deemed exclusive of any other rights to which such director, officer or employee may now or hereafter be otherwise entitled, and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such director, officer or employee in any such action or proceeding to have assessed or allowed in his favor, or against the Authority or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

## ARTICLE XI.

### PROCEDURES OF AMENDING, SUSPENDING, AND REPEALING BY-LAWS

**Section 11.01. Amending the By-Laws.** These By-Laws may be amended by resolution duly adopted at any regular or special meeting, provided that notice of intention to present such resolution, as well as its wording, are given at least forty-eight (48) hours in advance of the meeting at which the motion to adopt such resolution is made. Such notice may be hand-delivered, electronically transmitted, or surface-mailed, provided that receipt of said notice shall meet the forty-eight (48)-hour requirement. Amendments shall require a majority vote of the total members of the **POA**.

**Section 11.02. Suspending the By-Laws.** These By-Laws, or portions thereof, may be suspended temporarily by resolution duly adopted at any regular or special meeting. For approval, such resolution requires a two-third (2/3<sup>rd</sup>) majority of the total membership of the **POA**.

**Section 11.03. Repealing the By-Laws.** These By-Laws, or portions thereof, may be repealed permanently by resolution duly adopted at any regular or special meeting, such action requiring a two-third (2/3<sup>rd</sup>) majority of the total membership of the **POA**.

## ARTICLE XII

### SEPARABILITY

**Section 12.01.** If any clause, sentence, paragraph, part or provision of these By-Laws shall for any reason be adjudged by a court of competent jurisdiction to be unconstitutional, ineffective or invalid, such judgment shall not affect, impair or invalidate the remainder of the By-Laws, but shall be confined in its operation to the clause, sentence, paragraph, part or provision thereof directly involved in the controversy in which such judgment shall have been rendered.

**Attachment Number One of the  
By-Laws of the Port of Oswego Authority.**

**NYS Public Authorities Law.**

**Title 1, Section 2. Definitions. (*Attached*)**

**Article 6. Port Authorities.**

**Title 2. Port of Oswego Authority.**

**Section 1351. Definitions. (*Attached*)**

**Section 1353. Port of Oswego Authority. (*Attached*)**

**Section 1354. Purposes and Powers of the Authority. (*Attached*)**

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 [ Search ]

## Court Opinions **New York Public Authorities - Title 1 - § 2 Definitions**

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### State Laws

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### US Code

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39 USC - Postal Service  
40 USC - Public Property  
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42 USC - Public Health  
43 USC - Public Lands  
44 USC - Public Printing  
45 USC - Railroads  
46 USC - Shipping  
47 USC - Telecom  
48 USC - Territories  
49 USC - Transportation  
50 USC - War

§ 2. Definitions. As used in this chapter:

1. "state authority" shall mean a public authority or public benefit corporation created by or existing under this chapter or any other law of the state of New York, with one or more of its members appointed by the governor or who serve as members by virtue of holding a civil office of the state, other than an interstate or international authority or public benefit corporation, including subsidiaries of such public authority or public benefit corporation.

2. "local authority" shall mean (a) a public authority or public benefit corporation created by or existing under this chapter or any other law of the state of New York whose members do not hold a civil office of the state, are not appointed by the governor or are appointed by the governor specifically upon the recommendation of the local government or governments; (b) a not-for-profit corporation affiliated with, sponsored by, or created by a county, city, town or village government; (c) a local industrial developmental agency or authority or other local public benefit corporation; (d) an affiliate of such local authority; or (e) a land bank corporation created pursuant to article sixteen of the not-for-profit corporation law.

3. "interstate or international authority" shall mean an international or interstate public authority created pursuant to agreement or compact with another state or with a foreign power, including any and all affiliates or subsidiaries.

5. "subsidiary" shall not include, for the purposes of this chapter, corporations that have been certified by the parent corporation to the authorities budget office as being inactive for the past twelve months, having an identical board of its parent corporation, or not having separate and independent operational control. Provided, however, the parent corporation, in response to any request, shall address any provision or provisions of this chapter.

6. "authorities budget office" shall mean the entity established pursuant to section four of this article.

**Section: [Previous](#) [Title 1](#) [1](#) [2](#)**

***Last modified: February 17, 2012***

### US Constitution

Preamble  
Art. I - Legislative  
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\*\*\* THIS SECTION IS CURRENT AS OF APRIL 7, 2009 \*\*\*  
\*\*\* THROUGH RELEASED CH. 1 THROUGH 7, 9, 10 and 52 \*\*\*

PUBLIC AUTHORITIES LAW  
ARTICLE 6. PORT AUTHORITIES  
TITLE 2. PORT OF OSWEGO AUTHORITY

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*NY CLS Pub A § 1351 (2009)*

§ 1351. Definitions

As used in this title, unless a different meaning clearly appears from the context:

(1) The term "district" shall mean the Oswego port authority district created by section eighteen hundred twenty-seven [n1] of this title.

(2) The term "authority" shall mean the corporation created by section thirteen hundred fifty-three of this title.

(3) The term "board" shall mean the members of the authority.

(4) The term "bonds" shall mean bonds issued by the authority pursuant to this title.

(5) The term "city" shall mean the city of Oswego.

(6) The term "town" shall mean the town of Scriba, Oswego county.

(7) The term "port facilities" shall mean, among other things, wharfs, docks, piers, terminals, railroad tracks or terminals, cold storage and refrigerating plants, warehouses, elevators, freight-handling machinery and such equipment as is used in the handling of freight and the establishment and operation of a port, and work of deepening parts of the Oswego river and Lake Ontario adjacent to the terminal exclusive of the harbor channel, within the port district, and any other works, properties, buildings, structures or other facilities necessary or desirable in connection with the development and operation of port facilities in the district.

(8) The term "common council" shall mean the common council of the city.

(9) The term "mayor" shall mean the mayor of the city.

(10) The term "town board" shall mean the town board of the town of Scriba.



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\*\*\* THIS SECTION IS CURRENT AS OF APRIL 7, 2009 \*\*\*  
\*\*\* THROUGH RELEASED CH. 1 THROUGH 7, 9, 10 and 52 \*\*\*

PUBLIC AUTHORITIES LAW  
ARTICLE 6. PORT AUTHORITIES  
TITLE 2. PORT OF OSWEGO AUTHORITY

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*NY CLS Pub A § 1353 (2009)*

§ 1353. Port of Oswego authority

The board heretofore created by this section and known as the Oswego port authority is hereby continued and shall hereafter be known and designated as the port of Oswego authority. Such board shall be a body corporate and politic, constituting a public benefit corporation. The board shall consist of nine members, seven of whom shall be residents of the city of Oswego and one of whom shall be a resident of the town of Scriba, with at least one thereof being a member of or recommended by the county planning board of the county of Oswego commencing with the expiration of the term occurring first after July first nineteen hundred seventy-five. The terms of office of all members of the authority heretofore appointed and in office on March thirty-first, nineteen hundred sixty, shall expire and terminate on such date, provided, however, that they shall continue in office as such until the members first to be appointed by the governor as hereinafter in this section provided shall have qualified. The members of said authority shall be appointed by the governor, by and with the advice and consent of the senate. Of the members first appointed by the governor two members shall be appointed for a term ending September first, nineteen hundred sixty-one, two for terms ending September first, nineteen hundred sixty-two, two for terms ending September first, nineteen hundred sixty-three, and one for a term ending September first, nineteen hundred sixty-four. Any member appointed by the governor to fill any newly created membership on the board shall be appointed for a term ending on the first day of September nineteen hundred seventy-six. Thereafter, upon the expiration of the term of a member, a successor shall be appointed by the governor for a term expiring four years after the expiration of the term of his predecessor. If a vacancy shall occur by reason of a death, disqualification, resignation or removal of a member, the successor shall be appointed by the governor for the unexpired term. The members of the authority shall, before entering upon the duties of their office, take the constitutional oath of office and file the same in the office of the secretary of state. The authority shall organize by the selection from its members of a chairman, vice chairman, and a secretary. It shall adopt such rules as it may deem necessary and proper for the government of its own proceedings and the regulation and use of port facilities and industrial projects in the district, and shall keep a record of its proceedings. Rules pertaining to the regulation and use of port facilities and industrial projects shall be fair, reasonable and impartial and shall be subject to any law, rule or regulation administered by the interstate commerce commission or the public service commission or the water resources commission, or any other department or commission of the United States of America or of the state of New York, which has the jurisdiction in such matters and shall not operate to deprive any person or corporation, private or public, of any

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property without due process of law. A majority of the members of the authority shall constitute a quorum for the transaction of business and the concurrence of a majority of all members shall be necessary to the validity of any order of the authority. A member may be removed by the governor for cause after giving such member a copy of the charges and an opportunity to be heard thereon. The members of the authority shall serve without compensation but shall be entitled to reimbursement of their actual and necessary expenses incurred in the performance of their official duties.

**HISTORY:** Formerly § 1828, add, L 1955, ch 202; amd, L 1957, ch 845, § 3; renumbered § 1353, L 1957, ch 914, § 6; amd, L 1960, ch 917, § 6, L 1975, ch 681, § 1, L 1994, ch 506, § 2, eff Aug 25, 1994.

Former § 1353, add, L 1939, ch 870; renumbered § 1653, L 1957, ch 914, § 16, eff April 24, 1957.

**NOTES:**

## Editor's Notes

See 1960 note under Article 6, Title 2.

## New York References:

This section referred to in § 1351

## Research References &amp; Practice Aids:

*2 Am Jur 2d, Administrative Law §§ 55-62, 108*

*70 Am Jur 2d, Shipping §§ 23-28, 30, 34-36*





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\*\*\* THIS SECTION IS CURRENT AS OF APRIL 7, 2009 \*\*\*  
\*\*\* THROUGH RELEASED CH. 1 THROUGH 7, 9, 10 and 52 \*\*\*

PUBLIC AUTHORITIES LAW  
ARTICLE 6. PORT AUTHORITIES  
TITLE 2. PORT OF OSWEGO AUTHORITY

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*NY CLS Pub A § 1354 (2009)*

§ 1354. Purposes and powers of the authority

The authority shall have power over the survey, development and operation of port facilities and industrial projects in such port district as hereinafter more specifically set forth, and the coordination of the same with existing or future agencies of transportation with a view to the increase and efficiency of all such facilities and projects and the furtherance of commerce and industry, environmental protection, aesthetics, health, welfare, safety, recreational opportunities, and historical appreciation in the district. It shall make a thorough investigation of port conditions in the district and such other places as it may deem proper and shall prepare after conducting public hearings a comprehensive plan for the development of port facilities, industrial projects, and other structures in such district and the furtherance of recreational opportunities and historical appreciation in the district. This comprehensive plan shall include the present use of the land and water in the district, the general capability thereof for development and use based on commercial, ecological, recreational and historic considerations, a statement of proposed development and/or preservation thereof which would accomplish a coordinated and economic use of the district in accordance with present and future needs and resources and best promote the health, safety, order, enjoyment, convenience, appreciation and welfare of the citizens of the district. It shall be provided with an office which shall be located by such authority within the port district and it shall have power to equip the same with suitable furniture and supplies for the performance of the work of the authority. The authority also shall have the power to:

- (1) Sue and be sued.
- (2) Have a seal and alter the same at pleasure.
- (3) Confer with the governing body of the city, the town and with any other body or official having to do with port and harbor facilities within and without the district, and to hold public hearings as to such facilities.
- (4) Confer with railroad, steamship, warehouse and other officials in the district with reference to the development of transportation facilities in such district and the coordination of the same.
- (5) Confer with the proper state officials as to means and measures for stimulating use of the Barge canal.

(6) Determine upon the location, type, size and construction of requisite port facilities, subject, however, to the approval of any department, commission or official of the United States of America or the state of New York where federal or state statute or regulation requires it.

(7) Lease, erect, construct, make, equip and maintain port facilities in the district and for any such purpose to acquire in the name of the authority by purchase, grant, gift or condemnation, except as hereinafter limited, real property, including easements therein, lands under water and riparian rights.

(8) Make surveys, maps and plans for, and estimates of the cost of, the development and operation of requisite port facilities and other structures and for the coordination of such facilities and structures with existing agencies, both public and private, with the view of increasing the efficiency of all such facilities and the appropriateness of all such structures in the furtherance of commerce and industry, environmental protection, aesthetics, health, welfare, safety, recreational opportunities, historical appreciation in the city.

(9) Make contracts and leases and to execute all instruments necessary or convenient.

(10) Issue negotiable bonds within the provisions and limitations of this title and to provide for the rights of the holders thereof.

(11) Issue notes within the provisions and limitations of this act.

(12) Fix fees, rates, rentals or other charges for the purpose of all port facilities owned by the authority and collect such fees, rates, rentals and other charges for such facilities owned by the authority, which fees, rates, rentals or other charges shall at all times be sufficient to comply fully with all covenants and agreements with the holders of any bonds issued under the provisions of this act.

(13) Operate and maintain all port facilities owned by it; use the revenues therefrom for the corporate purposes of the authority, and in accordance with any covenants or agreements contained in the proceedings authorizing the issuance of any bonds hereunder.

(14) Have power to regulate and supervise the construction of all port facilities constructed or installed by any private individual or corporation commenced after this act takes effect, and the power to regulate the operation of all privately owned port facilities insofar as such operation may adversely affect the flow of transportation or the enforcement of approved plans for the development of port facilities. The power granted by this subdivision shall be subject to the rules, regulations or other directives of any federal or state department, commission or other agency having jurisdiction, and such grant of power shall not operate to deprive any person or corporation, private or public, of any property without due process of law.

(15) Accept gifts, grants, loans or contributions from the United States, the state of New York or an agency or instrumentality of either of them, the county of Oswego, the city of Oswego or the town of Scriba, or a person or corporation, by conveyance, bequest or otherwise, and to expend the proceeds for any purpose of the authority, and to enter into a contract with the United States, the state of New York, or an agency or instrumentality of either of them, to accept gifts, grants, loans or contributions on such terms and conditions as may be provided by law authorizing the same. The county of Oswego, the city of Oswego and the town of Scriba are hereby authorized to loan, donate or contribute any available fund to the port authority for any of its corporate purposes, and to appropriate such moneys for such purposes; but neither the county, the city nor the town may borrow money or otherwise pledge its faith and credit for the purpose of making any such loan, donation or contribution.

(16) Have power to grant and maintain a traffic bureau in connection with the operation of port facilities.

(17) Use the officers, employees, facilities and equipment of the city, with the consent of the city, and of the town, with the consent of the town, paying a proper portion of the compensation or cost.

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(18) Appoint officers, agents and employees and fix and determine their qualifications, duties and compensation subject to the provisions of the civil service law of the state of New York and such rules as the civil service commission of the city of Oswego may adopt and make applicable to such authority.

(19) Designate the depositories of its moneys.

(20) Have power to do all things necessary to make Oswego harbor and its port facilities useful and productive.

(21) Make application to the foreign-trade zones board established by an act of Congress, approved June eighteenth, nineteen hundred thirty-four, entitled "an act to provide for the establishment, operation and maintenance of foreign trade zones in ports of entry of the United States, to expedite and encourage foreign commerce, and for other purposes," for a grant to such authority of the privilege of establishing, operating and maintaining a foreign trade zone on premises owned by such authority within such city, pursuant to the provisions of such act, and if such application be granted, to accept such grant and to establish, operate and maintain such zone in accordance with law.

(22) With respect to industrial projects, to carry on any activities authorized for an industrial development agency as provided for in section eight hundred fifty-eight of the general municipal law as well as to provide for the financing of such projects pursuant to article eighteen-A of the general municipal law; provided, however, that where any of the provisions of this article are inconsistent with the provisions of section eight hundred fifty-eight of the general municipal law pertaining to industrial projects or, with respect to financing of such projects, article eighteen-A of the general municipal law, the provisions of this article shall be superceded and the provisions of such section eight hundred fifty-eight and such article eighteen-A shall apply.

**HISTORY:** Formerly § 1829, add, L 1955, ch 202; amd, L 1957, ch 729, § 11, L 1957, ch 845, § 4; renumbered § 1354, L 1957 ch 914, § 6, eff April 24, 1957.

Former § 1354, add, L 1939, ch 870; amd, L 1944, ch 381, § 1, L 1952, ch 767, § 1; renumbered § 1654, L 1957, ch 914, § 16, eff April 24, 1957.

Opening par, amd, L 1975, ch 688, § 1, L 1994, ch 506, § 3, eff Aug 25, 1994.

Sub (3), amd, L 1957, ch 845, § 4, eff April 22, 1957.

Sub (8), amd, L 1975, ch 688, § 1, eff Aug 6, 1975.

Sub (15), amd, L 1957, ch 845, L 1961, ch 54, eff Feb 28, 1961.

Sub (17), amd, L 1957, ch 845, § 4, eff April 22, 1957.

Sub (18), amd, L 1957, ch 729, § 11, eff April 19, 1957.

Sub (21), add, L 1977, ch 715, § 1, eff Aug 5, 1977.

Sub (22), add, L 1994, ch 506, § 4; amd, L 1995, ch 485, § 1, eff Aug 2, 1995.

**NOTES:**

## Editor's Notes

See 1960 note under Article 6, Title 2.

## New York References:

Rule making procedure, CLS St Adm P Act § 202

## Federal References:

The act of Congress, approved June eighteenth, nineteen hundred thirty-four, entitled "An act to provide for the establishment, operation and maintenance of foreign trade zones in ports of entry of the United States, to expedite and encourage foreign commerce, and for other purposes," cited in statutory text, appears as *19 USCS §§ 81a et seq*

Conveyance of property in water resource development projects for public ports, etc., *33 USCS § 578*  
St. Lawrence Seaway Development Corporation, *33 USCS §§ 981 et seq*  
Deepwater ports, generally, *33 USCS §§ 1501 et seq*

Research References & Practice Aids:

*2 Am Jur 2d, Administrative Law §§ 64-76*