THE NEW YORK STATE GREENNY COUNCIL
(DRAFT) BYLAWS

Article I. NAME AND AUTHORITY

The GreenNY Council is established pursuant to Executive Order No. 22, signed by Governor Hochul on September 20, 2022.

Article II. MEMBERS OF THE GREENNY COUNCIL

(a) The GreenNY Council ("Council") shall consist of twelve (12) voting members: the Director of the Budget; the Commissioner of Environmental Conservation; the Commissioner of Economic Development; the Commissioner of Transportation; the Commissioner of Health; the Commissioner of General Services; the Commissioner of Parks, Recreation, and Historic Preservation; the President of the Environmental Facilities Corporation; the President and Chief Executive Officer of the New York State Energy Research and Development Authority; the President and Chief Executive Officer of the New York Power Authority; the President and Chief Executive Officer of the Dormitory Authority of the State of New York; and the Chief Executive Officer of the Metropolitan Transportation Authority (collectively the "Members").

(b) Members of the Council described in section (a) above may designate a staff representative, and an alternate, to participate on the Council on their behalf. Such designation should be made in advance and in writing to the co-chairs.

Article III. COUNCIL CO-CHAIRS AND LEGAL COUNSEL

(a) The President of the New York State Energy Research and Development Authority (NYSERDA), the President of the New York Power Authority (NYPA); the Commissioner of General Services (OGS), the Director of the Budget (DOB), and the Commissioner of Environmental Conservation (DEC), or their designees, shall serve as the co-chairs of the GreenNY Council. The co-chairs shall be responsible for presiding over the meetings of the Council and the administration of its affairs.

(b) The day-to-day work of the Council shall be performed by executive and program staff of these leadership agencies and authorities, in consultation with any other agency or authority staff that participate in Council work.

(c) The General Counsel of OGS, or their designee, shall serve as Legal Counsel to the Council and shall represent the Council at the direction of the Co-chairs; for the avoidance of doubt, the client for the purposes of this representation shall be the Council and not any individual member thereof.

(d) The Council shall designate a Secretary to the Council.

Article IV. POWERS AND DUTIES

(a) The Council shall have the powers and duties set forth in Executive Order No. 22 of 2022 (EO 22), including being the primary body responsible for implementing EO 22.

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Article V. WORKING GROUPS

(a) The purpose of a Working Group is to provide the Council with specific expertise, advice, and assistance in carrying out the required functions to implement EO 22's goals and other GreenNY processes. These Groups shall be made up of executive and program staff from Member agencies and authorities or from other interested agencies or authorities. Other experts or stakeholders may be invited to speak or consult with a Working Group. Working Groups perform an advisory role only, and any recommendations may be adopted solely by majority vote of the Council pursuant to Article VI below.

(b) The Council may create Working Groups, either standing or ad hoc, to focus on a specific issue or project. The chairs of the Working Groups shall be determined by the Council co-chairs.

Article VI. MEETINGS

(a) Meetings of the Council shall be called by the co-chairs and shall be held at least every quarter during a calendar year to conduct public business.

(b) Whenever possible, the co-chairs shall provide the Council with written notice at least seven (7) days prior to each meeting of the time and place of such meeting. Co-chairs shall provide the Members, as far in advance as practicable, such background information and materials to be discussed at a meeting as the co-chairs determine may be necessary for informed discussion and action at the meeting.

(c) Legal Counsel to the Council shall furnish public notice of all meetings in accordance with the requirements of Article 7 of the NYS Public Officers Law. Meetings of the Council shall be open to the public pursuant to the provisions of such law.

(d) For the purposes of transacting business at a Council meeting, a quorum shall be seven (7) Members, or their designees. No action (other than a motion to adjourn) may be taken by the Council in the absence of a quorum, or if Legal Counsel is not present. All action taken by the Council shall require the affirmative vote of the majority of the total Members of the Council. Each Member of the Council, or their designee, is allowed one vote for purposes of approving any Council action.

(e) Co-chairs shall preside over each meeting on a rotating basis, with the next co-chair in rotation serving as an alternate. The co-chairs will establish the order of rotation. In the event the designated co-chair is unable to preside over their assigned meeting, the alternate will assume the responsibility and the rotation will continue as planned.

(f) The Secretary to the Council shall keep minutes of the proceedings of the Council and for the preservation of documentary records pertaining to the actions and proceedings of the Council.

(g) The Council may authorize videoconferencing as provided for by NYS Public Officers Law § 103-a, upon the adoption of a resolution and written procedures by the Council providing for such, and after a public hearing in accordance Public Officers Law § 103-a.

(h) Absent a declared State or local disaster, the public may attend meetings of the Council at the designated physical location or locations where a collective quorum of the Council is present, or virtually via webcast. The physical location or locations and the link to attend virtually

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via webcast will be made available prior to each scheduled Council meeting in accordance with Article 7 of the NYS Public Officers Law.

(1) At any meeting of the Council where public comment is authorized, the Council will provide instructions on how members of the public may provide public comment.

(i) Consistent with NYS Public Officers Law § 103-a, Section (g) of this Article VI is in effect until July 1, 2024, unless otherwise extended by statute.

Article VII. CONFLICTS OF INTEREST; GIFTS

(a) A "Conflict of Interest" occurs when a member of the Council or Working Group allows their private interests, usually financial in nature, to influence their conduct of official duties and responsibilities as a participant in Council functions. This is a concern, whether a conflict actually exists or appears to exist. A Conflict of Interest is not deemed to arise merely by virtue of a member of the Council or Working Group participating in activities or deliberations in the course of appointed duties and in so doing providing advice from the perspective of the organization or entity with which the member is affiliated.

(b) These Conflict of Interest provisions shall apply to all Council or Working Group members, and such members shall be expected to comply with NYS Public Officers Law §§ 73 and 74.

(c) In the event any such member of the Council or a Working Group believes that a Conflict of Interest exists or may exist, the member has a duty to disclose the potential Conflict of Interest to the co-chairs of the Council and seek guidance from the ethics officer of such member's agency or authority or the Commission on Ethics and Lobbying in Government. The co-chairs, in consultation with Legal Counsel, will work with the member to determine whether a Conflict of Interest does in fact exist, and if so, to mitigate or eliminate it, most likely through a recusal from a particular Council action or activity.

(d) Council or Working Group members shall not accept gifts or anything of value where it could reasonably be inferred that it is a gift intended to influence the member in the performance of their Council or Working Group duties.

Article VIII. AMENDMENTS

These Bylaws may be amended by an affirmative vote of a majority of the Council.

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