

DEVELOPMENT CHENANGO CORPORATION BOARD OF DIRECTORS HANDBOOK



“The Development Chenango Corporation (DCC) focuses on the retention and creation of jobs in the county through business growth by providing start-up assistance, business planning, and technical assistance, access to low-interest financing, assistance navigating government programs and funding sources.”

Table of Contents

Vision & Mission Statement	
Board of Directors Composition, Election Process & Roles	
Composition of Board.....	
Election of Members.....	
Roles of the Board.....	
Positions & Descriptions	
Board of Directors Member.....	
Board of Directors Officers.....	
Committee Member.....	
Board Meetings	
Committees	
About Committees.....	
Functions of a Committee.....	
Types of Committees.....	
Committee Members & Structure.....	
Conflict of Interest & Confidentiality Policy	
Conflict of Interest.....	
Confidentiality.....	

Commerce Chenango Vision and Mission Statement

Mission

The Development Chenango Corporation (DCC) focuses on the retention and creation of jobs in the county through business growth by providing start-up assistance, business planning, and technical assistance, access to low-interest financing, and assistance navigating government programs and funding sources.

Mission in Action:

- Stimulate and promote the assets of Chenango County to support economic growth.
- Act as the business voice for Chenango County and take the initiative to communicate and address issues that are significant to the business.
- Offer benefits and services that contribute to the sustenance and development of business firms.
- Offer education and training programs that will help businesses become more productive.
- Provide opportunities for businesses to initiate and enhance relationships with customers and suppliers.
- Work with community and regional partners to achieve maximum results.

Board of Directors Composition, Election Process & Roles

As described in the Commerce Chenango Bylaws

Composition of the Board

The Board of Directors shall be composed of seventeen (17-21) Members. The Development Chenango Corp Board will be comprised of Three (3) classes.

The Class A: Four (4) Directors shall be appointed by virtue of office:

1. Chairperson of Development Chenango.
2. Chairperson of the County of Chenango Industrial Development Agency
3. Chairperson of the Chenango County Board of Supervisors.
4. Chairperson of Commerce Chenango

Class B: Directors shall be appointed for staggered three-year terms. There shall be thirteen Class B Directors. A Class B Director may only serve one full term as a Class B Director.

Class C: Directors shall be appointed for one-year terms. There shall be one to five Class C Directors. A Class C Director may be reappointed indefinitely.

Selection & Election of Directors

Nominating Committee:

There shall be a Nominating Committee consisting of such Directors and other persons chosen by the Chairman of the Board of Directors. Before the Annual Meeting, the Nominating Committee shall nominate people to fill expected and actual vacancies on the Board.

Seating of New Directors

All newly elected Members of the Board of Directors shall be seated at the first meeting of the Board of Directors after the Annual Meeting and shall be participating Directors thereupon.

Attendance

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors shall be subject to dismissal from membership on the Board of Directors as determined by the Executive Committee.

Resignations/Removal of Directors:

Any director of the Corporation may resign at any time by giving written notice to the Chairman, or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery.

Any or all the directors may be removed with or without cause by an affirmative vote of the directors provided there is a quorum of a majority of the Board of Directors present at the meeting at which such action is taken and notice of which shall have referred to the proposed action. Any or all the directors may be removed without cause by vote of the members. Unexcused absence from two regular meetings in any 12-month period shall, without limitation, be cause for removal, provided notice is given of same in advance of the meeting.

Vacancies: Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason shall be filled by a vote of a majority of directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office until their successors have been elected and qualified. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of directors is in the regular order of business, and until their successors are elected and have qualified.

Roles of the Board of Directors

Policy

The Board of Directors is responsible for establishing procedures and formulating policies for the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually, and revised as necessary.

Indemnification

The Chamber will, at the discretion of and by resolution of the Board of Directors, provide for indemnification, via Directors & Officers Insurance, by the Chamber of any of its Directors or former Directors, against expenses, necessarily incurred by them in connection with the defense of any action, claim, suit or proceeding, in which they or any of them are made parties, or a party by reason of having been Directors and acting on behalf of the Chamber.

Positions & Descriptions

Position:

Board of Directors Member

Overall Purpose:

The members of the Board of Directors are the elected representatives of Development Chenango Corporation and have the ultimate responsibility for all DCC operations. In this capacity, the Board of Directors shall formulate and review various policies, proposed actions, programs, and projects which serve the best interest of DCC.

Responsibilities:

- Attending meetings and functions of the Board of Directors whenever possible which would include all four Board of Director meetings a year.
- Participate in tasks as requested by the Chairman.
- Study and review the budgetary and fiscal needs of DCC and help to broaden the financial resources of the organization.
- Offer guidance and counsel to the staff.
- Help select and involve individuals in various programs, to utilize the individual's leadership talents.
- Be certain that DCC programs, projects, and activities are consistent with the mission of Development Chenango Corporation.
- Annually approve an Operations Plan, and continually monitor DCC's progress toward obtaining those objectives.
- Approve an annual budget to finance the organization's Operations Plan.

- Recommend changes in the bylaws and elect officers as required in the bylaws.
- Take an interest in the Chamber and spend the necessary time to give proper attention to the affairs of DCC.
- Work constructively and harmoniously with the officers, committee chairmen, and staff.
- Exercise sound judgment in considering the issues being addressed by DCC.
- Provide personal leadership, enthusiasm, and support necessary to help coordinate and build an effective organization.
- Inspire others to respond to worthwhile causes sponsored by DCC.
- Encourage committees the completion of their assigned tasks.

Chairperson of the Board of Directors:

The Chairman shall preside at all meetings of the members and of the Board of Directors at which the Chairman is present. The Chairman shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The Chairman shall also perform such other duties as may be assigned from time to time by the Board.

Vice Chairperson of the Board of Directors

In the absence or incapacity to act of the Chairman, or if the office of Chairman is vacant, the Vice shall preside at all meetings of the members and shall perform the duties and exercise the powers of the Chairman, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice Chairman shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the Chairman.

President:

The President shall be the Chief Executive Officer of the Corporation with all authority and responsibility necessary to operate the corporation in all its activities and departments, subject only to these Bylaws and such policies and directives as may be issued by the Board or its Executive Committee. The President shall make all required reports to the Board at its Annual Meeting. The President shall sign any instruments which the Board has authority to execute, except in cases where

the execution shall have been expressly reserved by the Board or delegated by Board resolution, these Bylaws, or by statute, to some other officer or agent of the Corporation. For details on job duties and functions, see the job description, as approved by the Executive Committee.

Treasurer of the Board of Directors:

The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall cause to be kept and maintained the books of account; and shall, in conjunction with the Board of Directors, have oversight of all funds and securities of the Corporation; and cause to be deposited all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also cause to be performed all other duties customarily incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

Secretary of the Board of Directors

The Secretary shall act as secretary of the meetings of the Agency

Position:

Committee Member

Reports to:

Chairman

Overall Purpose:

The primary function of a committee is to contribute to the efficient operation of DCC. The committee is concerned with the communication of information and with assisting the DCC by providing needed details on a specific administrative or issue-based topic. The participation, contribution, and energy an appointed committee member puts into the work on the committee have a direct influence on the direction the DCC takes.

Responsibilities:

- Appointed because of knowledge about or interest in the committee's area of activity.
- Know who the committee chairman is.
- Know what the specific responsibilities of the committee are.
- Know what the DCC's practices, policies, and procedures are.
- Know what the responsibility of the staff to the committee is.
- Know what the past performance of the committee has been.
- Know what the reporting procedure to the Board of Directors is.
- Get involved and participate.
- Study the agenda carefully before a committee meeting. Ask for clarification if any items are unclear. Review the supporting material.
- Do not hesitate to comment, criticize constructively, or disagree. Know the subject and ask for support from other members.
- If there is disagreement with the speaker, make comments at the proper time.
- Hurriedly passed motions usually do not receive the consideration they deserve. Table motions needing further consideration until the next meeting, when they can be discussed in detail.

Board Meetings

As Described in the Commerce Chenango Bylaws

Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be at a date and time designated by the Board of Directors, to be held on or before June 1. The place shall be fixed by the Board of Directors and notice thereof containing the matters to be considered and voted upon shall be distributed electronically to each Member at least 7 days before said meeting. If the annual meeting cannot commence due to a state of emergency, health concerns, or other reasons, the annual meeting will be held either in-person or virtually when it is deemed safe to do so and will be shared in advance.

Additional Meetings

General meetings of the Development Chenango Corporation may be called by the Board of Directors at any time,

- Notice of special meetings shall be distributed electronically to each Member at least five (5) days before such meetings.
- Board meetings may be called by the Chairperson or by the Board of Directors or upon written application of three (3) Members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least (2) days before said meeting.
- Committee meetings may be called at any time by the President, or by the committee's leader.

Quorums

Members entitled to cast one-half (1/2) of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

Committees

Occasionally, the chairman of the board may ask you to organize a committee. You may wish to consult the President & CEO for recommendations regarding individuals interested in the subject so your committee can accomplish its objectives. At times you may suggest new activities, or change in present activities. Before offering such suggestions, it would be wise to consult the President & CEO as to whether your proposal fits into the DCC's policies.

About Committees

A committee can be one of the most productive tools that a chamber has to work with. Whether you are chairing a committee or are a committee member, you face the challenge of getting involved in the work the committee was formed to accomplish.

Your contributions and your participation on the committee will determine its success or failure. If you participate, get involved, and encourage others on the committee to do so, the committee will be successful. Enthusiasm is contagious!

The findings of a committee have a direct impact on the decisions made by the officers and the board of directors of the chamber. The energy you put into your work on the committee has a direct influence on the direction your Chamber takes.

Functions of a Committee

The primary function of a committee is to contribute to the efficient operation of an organization. In most cases, a committee is concerned with the communication of information and with assisting the leadership in the decision-making process by providing needed information. To accomplish these tasks, there are two types of committees that are usually formed by Chambers of Commerce.

Choosing Committee Members

The make-up of certain committees may be provided for in the constitution or bylaws. More often, though, the Chamber President, consulting with the chairman of the committee, appoints the committee members. Regardless of the method used for selecting committee members, it is important that the executive and staff be involved. With staff assistance, the capabilities of individuals being considered for committees can be examined, and any additional background information needed can be gathered. When choosing members for a committee, try to have a good mix of mature, successful, experienced members and members who are new to the profession. Here are some guidelines on effective committee operation.

Committee Members Should:

- Be appointed because they are either knowledgeable about or interested in the committee's area of activity.
- Know who the committee chairman is.
- Know what the specific responsibilities of the committee are.
- Know what the practices, policies, and procedures are.
- Know what the responsibilities of the staff to the committee are.
- Know what the past performance of the committee has been.
- Know what the reporting procedure to the Board of Directors is.
- Establish only realistic, attainable goals
- Get involved and participate.

How a Committee Meeting is Structured:

Following is the generally accepted sequence, or order of business, that is observed for a meeting.

1. Call the meeting to order
2. Roll call (sometimes omitted)
3. Minutes of the previous meeting
4. State the purpose of the meeting
5. State briefly the program for the meeting
6. Discuss and resolve agenda items as they appear
7. New business
8. Adjourn the meeting

Development of Chenango Corporation Policy on **Conflict of Interest & Confidentiality**

Section 1 – Definition of Conflicts of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence policies or actions which involve or could ultimately harm or benefit: the individual; any member of his/her immediate family; or any organization in which he/she or an immediate family member is a director, trustee, officer, member, partner, or shareholder or has a substantial financial interest.

Section 2 – Disclosure of Conflicts of Interest

A Director or officer shall disclose a conflict of interest: prior to voting on or otherwise discharging his/her duties concerning any matter to come before the Board or any committee; prior to entering into any contract or transaction involving the Chamber; and as soon as possible after the Director or officer shall learn of a conflict of interest in any other context. Disclosure of the material facts surrounding the Director or officer's conflict of interest shall be made to the Secretary of the DCC or, in the case of a committee, the chairperson of that committee (who shall notify the Secretary) and the Secretary or committee chairperson shall inform the other members of the Board or committee prior to any action thereon.

In this connection, each Director, prior to taking a position on the Board, shall submit in writing to the Secretary a list of businesses or other organizations with which the DCC has entered, or might reasonably in the future be expected to enter into a relationship or a transaction in which a conflict of interest might exist. A written statement shall be submitted on or about the annual meeting date of the DCC each year setting forth any necessary relationships not previously disclosed. A copy of said statement and/or changes shall be furnished to the Secretary of the Board who shall become familiar with the same for the purpose of guiding the conduct of the Board should a conflict arise.

Section 3 – Validity of Actions

No contract or other transaction between the DCC and one or more of its Directors or officers, or between the DCC and any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee, which authorizes such contract or transaction.

Section 4 – Employee Conflicts of Interest

An employee of the DCC with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his/her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter, and follow the direction of the supervisor as to how the Institute decisions which are the subject of the conflict will be determined. The Secretary of the DCC shall be responsible for determining the proper way for the DCC to handle decisions which involve unresolved employee conflicts of interest. In making this determination, the Secretary may consult with the President and legal counsel, as appropriate.

Section 5 – Confidentiality

The nature of the Chamber's role in the community results in the acquisition of extensive information that is considered privileged, sensitive and confidential. To safeguard the Chamber's integrity as a responsible decision-maker and to protect its capacity to gather data necessary to make those decisions, the Chamber subscribes to specific policies on confidentiality.