

**BY-LAWS**  
**OF**  
**COUNTY OF CHENANGO**  
**INDUSTRIAL DEVELOPMENT AGENCY**

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**HISTORY**  
**OF**  
**ADOPTION OF BY-LAWS AND AMENDMENTS THERETO**  
**OF**  
**COUNTY OF CHENANGO INDUSTRIAL DEVELOPMENT AGENCY**

- August 15, 1973 - Original By-Laws Adopted
- August 26, 1974 - Article III, Section 1, 4 and 5 Amended;  
Article II, Section 10 Amended
- May 17, 2000 - Article III, Section 6 Amended
- April 18, 2001 - Original By-Laws and All Amendments Thereto  
Repealed in Entirety
- April 18, 2001 - New By-Laws Adopted to Replace Repealed  
Original By-Laws and Amendments Thereto
- April 15, 2009 - - Original Article III replaced with a new Article III Committees  
Articles III, IV amended to Articles IV & V
- February 8, 2021 - - Article I, Section V  
Increased number of board members from five (5) to seven (7)

**BY-LAWS**  
**OF**  
**COUNTY OF CHENANGO INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I THE AGENCY**

Section 1. **NAME.** Pursuant to General Municipal Law §914-a, the name of the Agency shall be and is “County of Chenango Industrial Development 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 located at “The Eaton Center”, 19 Eaton Avenue, Norwich, New York, but the Agency may have other offices at such other places as the Agency may, from time to time, designate by resolution.

Section 4. **FISCAL YEAR.** The fiscal year of the Agency; shall be a calendar year.

Section 5. **GOVERNING BOARD.** The Agency shall be governed by a board comprised of seven (7) members who each shall have an equal vote upon all matters coming before the board. Pursuant to General Municipal Law §856(2), members of the board shall be appointed by the governing body of the County of Chenango and shall serve at the pleasure of said appointing authority. The number of members of the governing board may, from time to time, be decreased to a number not less than three (3) or increased to a number of not more than seven (7) by resolution of the said appointing authority, and upon said change in numbers, these By-Laws shall be amended to conform to said change in number of membership.

Section 6. **CONTROLLING LAW.** The business and affairs of the agency shall be governed and controlled by General Municipal Law, Article 19-A, the “New York State Industrial Development Agency Act”, as currently existing and as subsequently amended.

**ARTICLE II OFFICERS**

Section 1. **OFFICERS.** The officers of the Agency shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer. Any

two or more offices, except the office of Chairperson and Secretary, may be held by the same person.

Section 2. **CHAIRPERSON.** The Chairperson shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, or by these By-Laws, the Chairperson shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Agency.

Section 3. **VICE CHAIRPERSON.** The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Agency shall elect a new Chairperson.

Section 4. **SECRETARY.** The Secretary shall cause to be kept the records of the Agency, shall act as secretary of the meetings of the Agency and shall cause to be recorded all votes, and shall cause to be kept 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 his/her office. The Secretary shall cause to be kept 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. **ASSISTANT SECRETARY.** The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Agency shall elect a new Secretary.

Section 6. **TREASURER.** The Treasurer shall have the care and custody of all funds of the Agency and shall cause same to be deposited in the name of the Agency in such bank or banks as the Agency may select. The Treasurer shall cause all such funds on deposit in excess of FDIC insured limits to be collateralized in accordance with the requirements of the General Municipal Law and the Directives of the Agency.

Except as otherwise authorized by resolution of the Agency or by these By-Laws, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall cause to be paid out and disbursed such moneys under the direction of the Agency.

Unless otherwise determined by resolution of the Agency, all checks issued by the

Agency in excess of two thousand five hundred dollars shall be signed by any two of the following officers or officials: Chairperson, Vice Chairperson, Treasurer, Assistant Treasurer, Executive Director.

The Treasurer shall cause to be kept in accordance with standard accounting and bookkeeping procedures, records, books and accounts showing receipts, expenditures and balances on hand, and shall render to the Agency, at each regular meeting, an account of his/her transactions and also of the financial condition of the Agency.

If required by the Agency, the Treasurer shall give bond for the faithful performance of his/her duties in an amount as the Agency may determine, the cost of which shall be an Agency charge.

The Treasurer shall cause to be performed, by an independent certified public accountant or firm, retained by the Agency, a written annual audit report of the financial and administrative affairs of the Agency, in accordance with the requirements of the General Municipal Law, the cost of which shall be an Agency charge. The Treasurer shall cause a copy of said annual audit report to be filed with the office of the State Comptroller as required by law.

Section 7. **ASSISTANT TREASURER.** The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in the case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall elect a new Treasurer. If required by the Agency, the Assistant Treasurer shall give a bond in any amount as the Agency shall determine for the faithful performance of his/her duties, the cost of which shall be an Agency charge.

Section 8. **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, or by the By-Laws of the Agency, or by the rules and regulations of the Agency.

Section 9. **ELECTION OF OFFICERS.** All officers of the Agency, shall be elected at the annual meeting of the Agency, from among the members of the Agency, by the members of the Agency in the manner set forth in Article III, Section 6 herein, and shall hold office for one year or until successors are elected.

Section 10. **VACANCIES, REMOVAL, RESIGNATION, SALARY.** Any officer elected by the Agency may be removed, at any time, with or without cause by the Agency in the same manner as provided for in Article III, Section 6 herein, for the election of officers. In the

event of the death, resignation or removal of an officer, the Agency, in its discretion, may elect, in accordance with the manner provided for in Article III, Section 6 herein, a successor to fill the unexpired term of such officer at the next regular or special meeting of the Agency.

All officers who are members of the Agency shall serve without compensation.

Section 11. **EXECUTIVE DIRECTOR.** An Executive Director may be appointed by the Agency, who shall serve at the pleasure of the Board. The Executive Director shall have general supervision over the daily administration of the business and affairs of the Agency, subject to the direction of the Agency. He/she shall be charged with the management of all projects of the Agency and perform such other duties as may be assigned to him/her by the Agency.

Unless otherwise determined by resolution of the Agency, the Executive Director shall have authority to contract for services, goods and supplies on behalf of the Agency and to pay for same by check in an amount not to exceed two thousand five hundred dollars.

Section 12. **ADDITIONAL PERSONNEL.** The Agency may, from time to time, employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York, applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

### **ARTICLE III COMMITTEES**

Section 1. **COMMITTEES.** The County of Chenango Industrial Development Agency shall have in place an Audit Committee and a Governance Committee. These committees shall have a minimum of two meetings per year each, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in their respective charters.

Section 2. **AUDIT COMMITTEE.** The purpose of the Audit Committee is to (1) assure that the Agency's board fulfills its responsibilities for the Agency's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors.

The audit committee shall be established on an annual basis by unanimous vote of the seven-member board of directors, and shall consist of at least three members of the board of directors who are independent of authority operations. The Agency's board will appoint the audit



committee members and the audit committee chair. Further descriptions of the responsibilities and policies shall be located within the board approved Audit Committee Charter.

Section 3. **GOVERNANCE COMMITTEE.** The purpose of the governance committee is keeping the Board informed of current best practices in corporate governance and in compliance with any and all regulations; reviewing corporate governance trends for their applicability to the Agency; ensuring that the Agency's website includes corporate governance principals and governance practices; and advising the County Board of Supervisors responsible for appointing members to the Board on the skills, qualities and professional or educational experiences necessary to be effective board members.

The governance committee shall be established on an annual basis by unanimous vote of the seven-member board of directors, and shall consist of at least three members of the board of directors who are independent of authority operations. The Agency's board will appoint the governance committee members and the governance committee chair. Further descriptions of the responsibilities and policies shall be located within the board approved Governance Committee Charter.

#### **ARTICLE IV MEETINGS**

Section 1. **ANNUAL MEETING.** Annual meeting of the Agency shall be held on the 3<sup>rd</sup> Wednesday of March each year at 8:00 a.m., at the regular meeting place of the Agency, or upon such other date or time in the month of March, or at such other place as the Agency shall by resolution determine.

Section 2. **REGULAR MEETINGS.** Regular meetings of the Agency shall be held at 8:00 a.m. on the 3<sup>rd</sup> Wednesday of each month, or on such other dates and times as by resolution the Agency shall determine.

Section 3. **QUORUM.** At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 4. **SPECIAL MEETINGS.** The Chairperson of the agency may, when he/she deems it 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 notice of such meeting. The notice of such meeting shall be served on each member of the Agency by delivery or mail received by each such member at least twenty-four hours prior to the

date of such meeting. A waiver of notice may be signed by any member. At such special meeting, no business shall be considered other than as designated in the notice thereof, 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 upon unanimous consent of such members.

Section 5. **ORDER OF BUSINESS.** At the regular meetings of the Agency, the following shall be the order of business:

1. Roll Call;
2. Approval of the Minutes of the Previous Meeting;
3. Treasurer's Report;
4. Bills and Invoices;
5. Old Business;
6. New Business;
7. Executive Session;
8. Adjournment.

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

The Chairperson, at his/her discretion, in the absence of the objection of any member present at a regular or special meeting of the Agency, may vary the above-stated order of business as the Chairperson may deem necessary for the proper conduct of Agency meetings, including deletion of items, combining items, and changing the order of items.

Section 6. **MANNER OF VOTING.** The voting on all questions coming before the Agency shall be by roll call, and the yeas, nays and abstentions shall be entered in the minutes of such meeting, including in the case of election or removal of officers.

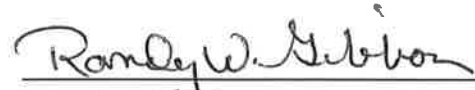
#### **ARTICLE IV AMENDMENTS**

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 of the members of the Agency, at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice hereof has been previously given to all members of the Agency.

## CERTIFICATION

I, Randy Gibbon, the undersigned, being the Secretary of the County of Chenango Industrial Development Agency, hereby certify that the attached "By-Laws of County of Chenango Industrial Development Agency" were adopted by the governing board of said Agency in accordance with all procedural requirements at a regular meeting of the Agency, publicly noticed and publicly held, at which a quorum was present and participating thereat throughout, on the 8<sup>th</sup> day of February, 2021, and that same are the whole thereof, currently in full force and effect, no part of which has been repealed or amended.

Norwich, New York  
February 8, 2021

  
Randy Gibbon, P.E. Secretary