

**BYLAWS OF THE
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

Approved and Adopted on October 22, 2015

Resolution No.: IDA-15-10-31

ARTICLE I: THE AGENCY

- Section 1.** **Name.** The name of the Agency shall be "St. Lawrence County Industrial Development Agency."
- Section 2.** **Seal.** 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.** The office of the Agency shall be at Canton, New York, in the County of St. Lawrence, New York, but the Agency may have other offices at such other places as the Agency may, from time to time, designate by resolution.

ARTICLE II: BOARD MEMBERS

- Section 1.** **Membership.** The Agency shall consist of seven (7) board members ("Members") who shall be appointed by the St. Lawrence County Board of Legislators.
- Section 2.** **Term.** Each board member shall be appointed by the St. Lawrence County Board of Legislators for a three-year term. Each board member shall continue to hold office until his/her successor is appointed and has qualified.
- Section 3.** **Chairman.** The Chairman of the board shall preside at all meetings of the Agency. The Chairman shall have the general powers and duties which usually pertain to this office and shall perform all such other duties as are properly required of him by the Agency Board, the Agency Bylaws or by rules and regulations of the Agency. Except as otherwise authorized by resolution of the Board, the Chairman shall sign all agreements, contracts, deeds and any other, instruments of the Agency. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chairman shall appoint committee members and assign chairmanship roles for each committee.
- Section 4.** **Vice Chairman.** The Vice-Chairman shall have the general powers and duties which usually pertain to this office and shall perform all such other duties as are properly required of him by the Agency Board. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman.
- Section 5.** **Ex-Officio.** At least one member shall serve on the board by virtue of holding a seat on the St. Lawrence County Board of Legislators.
- Section 6.** **Independence.** As soon as is practicable and in compliance with Public Authority Law ("PAL"), the majority of the Directors of the Board shall be Independent Directors, as such term is defined in PAL, Section 2825.

- Section 7. Training.** All Board Members shall, within one (1) year of their appointment to this board, participate in training approved by New York State regarding their legal, fiduciary and ethical responsibilities. All Board Members shall participate in such continuous training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Agency and to adhere to the highest standards of responsible governance.
- Section 8. Honorary Membership.** The Board, by majority vote, may elect individuals as Life Honorary Members in recognition of outstanding contributions to the County's economic well-being. Honorary members shall have all the rights and privileges of membership, except the right to vote.

ARTICLE III: OFFICERS

- Section 1. Officers.** The officers of the Agency shall be a President/Chief Executive Officer, a Secretary, and a Vice-President/Chief Financial Officer.
- Section 2. President/Chief Executive Officer.** The President/Chief Executive Officer ("CEO") shall not be a board member of the Agency. The CEO shall perform the day-to-day functions of the Agency as directed by the Agency Board, the Agency Bylaws or by rules and regulations of the Agency. The CEO is appointed by the Agency Board and has general supervision over the administration of business and affairs of the Agency and shall be in charge of all Agency projects. The CEO shall serve as the Agency's Contracting Officer for the disposition of real and personal property of the Agency in accordance with the provisions of PAL. The CEO shall serve as the Agency's Compliance Officer for the purposes of ensuring the Agency's compliance with the applicable provisions of PAL. The CEO shall perform other duties as usually pertain to his office or as are properly required of him by the Agency Board, the Agency Bylaws, or by rules and regulations of the Agency or the State of New York. The CEO may act for the Vice-President/Chief Financial Officer in his/her absence.
- Section 3. Secretary.** The Secretary shall be a board member of the Agency. The Secretary shall keep all records of the Agency, shall act as Secretary at the meetings of the Board and shall keep record of all votes, and shall record the proceedings of the Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. The Secretary shall keep in safe custody the seal of the Agency and shall have the power to affix such seal to and sign such instruments as require the seal and his signature, and shall perform other duties as usually pertain to his office or as are properly required of him by the Agency Board, the Agency Bylaws, or by rules and regulations of the Agency or the State of New York.
- Section 4. Vice-President/Chief Financial Officer.** The Vice-President/Chief Financial Officer ("CFO") shall not be a board member of the Agency. The CFO shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the CFO shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman. The CFO shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency

at each regular meeting an account of his transactions and also of the financial condition of the agency. The CFO shall give such bond for the faithful performance of his duties as the Agency may determine. The CFO shall serve as the Agency's Records Access Officer in accordance with the provisions of New York State Public Officers Law, Article 6. The CFO shall perform other duties as usually pertain to his office or as are properly required of him by the Agency Board, the Agency Bylaws, or by rules and regulations of the Agency or the State of New York.

Section 5. Appointment of Officers. All officers of the Agency shall be appointed at the Annual Meeting of the Board and shall hold office for one year or until their successors are appointed.

Section 6. Vacancies. Should any office become vacant, the Board shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

ARTICLE IV: ADDITIONAL PERSONNEL

Section 1. 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 V: MEETINGS

Section 1. Annual Meeting. The Chairman shall announce the day and time for the Annual Meeting, to be held in June and at a place designated by the Agency. The notice of the Annual Meeting shall comply with the rules and regulations outlined in Public Officers Law, Article 7 and Agency policy.

Section 2. Regular Meetings. Regular meetings of the Agency shall be determined by the CEO in conjunction with the Chairman. All members of record entitled to vote at the meeting shall be notified by mail, facsimile or electronic mailing not less than seven (7) days before such meeting. The notices of Regular meetings shall comply with the rules and regulations outlined in Public Officers Law, Article 7 and Agency policy.

Section 3. Special Meetings. The Chairman 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 call. The call for a Special Meeting may be delivered to each member of the Agency, may be mailed to the business or home address or may be electronically mailed to each member of the Agency, at least two days prior to the date of such Special Meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such Special Meeting no business shall be considered other than as designated in the call, 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.

Section 4. Quorum. At all meetings of the Agency, a majority of the whole membership of the Board of Directors 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 the quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Agency, the following shall be the order of business. The Agency may, from time to time, revise the order of business by mutual agreement at any meeting of the Agency where a quorum is present.

- I. Roll Call
- II. Determination of Quorum and Call to Order
- III. Public Notice
- IV. Public Comment
- V. Approval of Minutes
- VI. Financial Report
- VII. Reports of Committees
- VIII. Staff Report
- IX. Old Business
- X. New business
- XI. Executive Session
- XII. Adjournment

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

Section 6. Manner of Voting. Except as otherwise provided by law or within these bylaws, the act of the Board shall mean and require action taken at a meeting of the Board by a vote of a majority of the whole membership of the Board of Directors of the Agency at the time of the vote, if a quorum is present at such time. The voting on all questions coming before the Agency shall be by roll call, and the yeas, nays and abstentions shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot. Each member of the Agency shall be entitled to one (1) vote.

Section 7. Conflict of Interest and Abstention. Board members shall comply with the Agency's "Conflicts of Interest" Policy.

ARTICLE VI: FINANCES

Section 1. Finances. No officers, agents or employees of the Agency, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Agency or to bind the Agency thereby, except as provided herein.

Section 2. Fiscal Year. The Fiscal Year of the Agency shall be the calendar year, unless otherwise provided by the Agency Board.

Section 3. Audit of Records and Accounts. The Agency shall annual secure a certified audit of its financial records and accounts and shall file a copy of such certified audit with the Legislature of the County of St. Lawrence within ninety (90) days after the close of the Agency's fiscal year for its proceedings and activities during the preceding fiscal year. In addition, the Agency shall submit to the St. Lawrence County Legislature an uncertified, internally-prepared statement of its financial records and accounts as of the end of the sixth month of the Agency's fiscal year.

ARTICLE VII: AMENDMENTS

Section 1. Amendments to Bylaws. The Bylaws 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 a Special Meeting, but no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all members of the Agency.

ARTICLE VIII: POLICIES & PROCEDURES

Section 1. Projects to be Considered by This Agency. It is the policy of this Agency that any project shall be considered by it which shall conform to the letter and spirit of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 914 of Article 18-A, Title 2 of said General Municipal Law.

Section 2. Site of Agency Projects.

1. The Agency shall not approve any project to be located on a site, or within an area, which does not conform to, or has not been granted a variance from, the zoning laws of the city, town or village of such site or area.
2. The Agency shall not approve any project which shall be in violation of the anti-pollution laws of the State or County.
3. The Agency shall not approve any project which shall be in violation of the health, labor or other laws of the State of New York, or the United States, or of the local laws of the County of St. Lawrence.

Section 3. Payments-in-Lieu-of-Taxes. Payments-in-Lieu-of-Taxes ("PILOT") shall be generated in accordance with the Agency-adopted PILOT policy.

Section 4. Conveyance of Property. The Agency may insert in a contract for a project a provision that, upon the payment in full of all notes, bonds and indebtedness incurred in connection with a project, the Agency will convey the lands, buildings and equipment involved in said project, and so paid for, to the tenant or operator of the same, upon terms set forth in such contract, and that the additional consideration for such conveyance may be nominal.

Section 5. Adoption of Rules, Regulations, Policies & Procedures. The Agency, by resolution, may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation, so long as the same shall not be contrary to these Bylaws, as they may be amended from time to time.