

**BY LAWS**  
**OF**  
**STEBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I**  
**THE AGENCY**

**Section 1. Name.** The name of the Agency shall be "Steuben County 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 at Steuben County Supervisors' Chambers, Pulteney Square, Bath, 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.** The Agency shall consist of not less than three nor more than seven board members who shall be appointed by the Steuben County Legislature (the "Board").

**Section 2.** The term of office of each board member of the Agency shall be at the pleasure of the Steuben County Legislature, and 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 Board. The Chairman shall sign all agreements, contracts, deeds and any other, instruments on behalf of the Agency, except as otherwise authorized or directed by resolution of the Board. The Chairman shall submit his/her, recommendations and such information as he/she shall deem pertinent concerning the business, affairs and policies of the Agency, at such meeting.

**Section 4. Vice Chairman.** The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In the event of the resignation or death of the Chairman, the Vice Chairman shall become acting Chairman and perform the duties of the Chairman until such time as the Steuben County Legislature shall appoint a new Chairman.

### **ARTICLE III OFFICERS**

**Section 1. Officers.** The officers of the Agency shall be an Executive Director, a Secretary, and a Treasurer.

**Section 2. Executive Director.** The Executive Director shall not be a board member of the Agency. He/she shall perform the day to day functions of the Agency as directed by the Board.

**Section 3. Secretary.** The Secretary may be a board member of the Agency. He/she shall keep all records of the Agency, shall act as Secretary at the meetings of the Board, shall keep a record of all votes thereat. He/she shall record the proceedings of the Board in a journal of proceedings to be kept for such purpose. He/she shall have custody of the seal of the Agency, and shall have the power to affix such seal to all contracts and other instruments authorized by the Board to be executed.

**Section 4. Treasurer.** The Treasurer shall not be a board member of the Agency and shall deposit all such funds in the name of the Agency in such bank or banks as the Board may designate. The Treasurer shall sign all instruments of indebtedness, orders, and checks for the payment of money by the Agency pursuant to the direction of the Board. Except as otherwise authorized by resolution of the Board, all such instruments of indebtedness, orders and checks shall be countersigned by the Chairman or the Vice Chairman, provided, however, notwithstanding the foregoing, no Board approval shall be required for amounts up to \$2,500 so

long as any such instruments of indebtedness, orders and/or checks are countersigned by the Treasurer and Executive Director. The Treasurer shall keep regular books of accounts showing all receipts and expenditures. He/she shall render to the Board at each regular meeting an account of the financial transactions and the current financial condition of the Agency. He/she shall give such bond for the faithful performance of his/her duties as the Board may determine.

**Section 5. Additional Duties.** The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Board, by its bylaws, or by its rules and regulations.

**Section 6. Appointment of Officers.** All officers of the Agency shall be appointed at the annual meeting of the Board. Officers shall hold office for one year or until their successors are appointed.

**Section 7. 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. 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 Board subject to the laws of the State of New York.

**ARTICLE V**  
**MEETINGS**

**Section 1. Annual Meeting.** The Annual Meeting of the Board shall be held on the fourth Thursday in July at such place as the Board shall designate, or at such other time as the Board from time to time shall agree upon.

**Section 2. Regular Meetings.** Regular meetings of the Board may be held at such times and places as from time to time may be determined by the Board.

**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 Board call a special meeting of the Board 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 Board or may be mailed to, the business or home address of each board member of the Agency at least two days prior to the date of such special meeting. Waivers of notice may be signed by any board 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 board members of the Agency are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

**Section 4. Executive Sessions.** When determined by the Board that any matter pending before it is confidential in nature, it may, upon its own motion, establish an executive session and exclude non-members from such session.

**Section 5. Quorum.** At all meetings of the Board, a majority of the members of the Board 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 6. Order of Business.** At the regular meetings of the Agency, the following shall be the order of business.

1. Roll call;
2. Reading and approval of the minutes of the previous meeting;
3. Bills and communications;
4. Report of the Treasurer;
5. Reports of Committees;
6. Unfinished business;
7. New business;
8. Adjournment.

All resolutions shall be in writing and shall be recorded in the journal of the proceedings of the Board.

**Section 7. Manner of Voting.** The voting on all questions coming before the Board shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot. Any action of the Agency shall be binding, upon determination by a majority of the entire membership of the Agency.

## **ARTICLE VI**

### **AMENDMENTS**

**Section 1. Amendments to Bylaws.** The bylaws of the Agency may be amended with the approval of a majority of all the members of the Board at a regular, meeting or, at a special meeting called for that purpose; but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Board.