

BY - LAWS
OF
HAMILTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Pursuant to the authority contained in §858, subdivision (5), and 5914-a of the General Municipal Law, the Hamilton County Industrial Development Agency hereby makes and adopts the following by-laws for the management and regulation of its affairs:

ARTICLE I — NAME AND OFFICIAL SEAL

- 1 Name.** The name of the Agency shall be the “Hamilton County Industrial Development Agency”.
- 2 Seal.** The official seal of the Agency shall be in a design circular in form bearing the words and date as follows:

Hamilton County Industrial Development Agency
Corporate Seal New York 1986

ARTICLE II — AGENCY MEMBERS & TERM

- 1. Members and Term.** The members of the Agency shall be appointed by the Hamilton County Board of Supervisors, shall serve at the pleasure of said Board, and shall continue to hold office until his/her successor is appointed and has qualified.
- 2. Number of Members.** The Agency shall consist of not less than three nor more than seven members, as determined by the Hamilton County Board of Supervisors.
- 3. Failure to Attend Meetings.** If a member is unable to attend any meeting, he/she will notify the Secretary prior to the meeting of his/her request that his/her absence be excused so that the meeting can be rescheduled if a quorum is not expected to attend. The Board of Supervisors shall be notified in writing by the Secretary of the Agency of any member who shall miss four (4) consecutive meetings or five (5) non-consecutive meetings in a single calendar year without excuse, which notice may contain the recommendation that the Board of Supervisors replace the unexcused absentee member. A copy of such notice shall be mailed to any such member by certified mail, return receipt requested.
- 4. No Compensation.** All members of the Agency shall serve without compensation for their services, but shall be entitled to the necessary expenses, including travel expenses incurred in the discharge of their duties to the extent that funds are appropriated in the Agency’s budget therefore.

ARTICLE III - OFFICERS

- 1. Term and Number.** The officers of the Agency shall be a Chairman, Vice Chairman, and Treasurer, who shall have such duties, powers and functions as hereinafter provided, all of whom shall be elected by the members of the Agency. Such officers shall be elected at the annual meeting of the Agency in each fiscal year.

2. **Term of Office.** Each officer of the Agency shall hold office for one year and shall continue to hold office until his/her successor is elected and qualifies. If the term of an Agency member should terminate, his/her term of office as an officer shall also terminate, and at the regular meeting next succeeding such termination of the members of the Agency shall elect from among their number a successor who shall serve until the next annual meeting of the Agency
3. **Chairman.** The Chairman shall: preside at all meetings of the Agency; sign and execute on behalf of the Agency all contracts, notes, bonds, trust indentures, other evidences of indebtedness, and all other official documents of the Agency, when so authorized by the Agency; shall submit to the Agency such recommendations and information as she/he may consider proper concerning the business, affairs, and policies of the Agency.
4. **Vice-Chairman.** The Vice-Chairman shall: during the absence or disability of the Chairman, have all the powers and perform all the duties of the Chairman; perform such other duties as the Agency shall prescribe or designate; in case of the resignation or the death of the Chairman perform such duties as are imposed on the Chairman until such time as the Agency shall elect a new Chairman.
5. **Treasurer.** The Treasurer shall: oversee the care and custody of all funds and securities of the Agency; oversee deposit of all funds and monies of the Agency forthwith in the name of the Agency in such bank or banks in the State of New York as the Agency shall designate; oversee the treasury and the receipts, deposits and disbursements of all Agency monies; keep full, accurate and separate accounts of the various funds and monies of the Agency upon request at the office of the Agency during business hours; render a full financial report at the annual meeting of the Agency, and at any regular meeting if so requested; have such other powers and duties as are conferred by the Agency or by any special or general law.
6. **Removal, Resignation & Death.** Any officer of the Agency may be removed by the Agency with or without cause. In the event of death, resignation or removal of an officer, the Agency in its discretion may elect a successor to fill the unexpired term.

ARTICLE IV – ADMINISTRATIVE STAFF

1. **Personnel.** The Agency may appoint and employ such employees as the Agency may require for the performance of its duties, and fix and determine their qualifications, duties and compensation. Such personnel shall serve at the pleasure of the Agency and shall be non-voting members of the Agency.
2. **Executive Director.** The Agency will retain the services of an Executive Director, either by employing a person, by utilizing the services of an employee of the County with the permission of the Hamilton County Board of Supervisors, or by contracting with an independent contractor qualified to perform the duties of Executive Director, who shall be appointed by the Agency and shall be responsible for the administration of its affairs. The Executive Director shall, subject to the Agency's supervision, direction and control, perform such duties as the Agency shall determine either by resolution or by contract, which duties may include the following: serve as the general manager of the Agency; exercise supervision and control of all administrative functions of the Agency; be responsible for the implementation of all resolutions, orders, programs or projects of the Agency; attend all meetings of the Agency with the right to take part in the discussion and to recommend such measures as he/she may deem necessary or expedient; and perform such other duties

and have such other powers as may be prescribed for him/her by law or by the Agency, and have all the necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated to him/her.

3. **Chief Financial officer.** The agency will retain the services of a Chief Financial officer, either by employing a person, by utilizing the services of an employee of the County with permission of the Hamilton County Board of Supervisors or by contracting with an independent contractor qualified to perform the duties of Chief Financial Officer, who shall be appointed by the Agency and shall be responsible for accomplishing those duties prescribed in the Public Authority Accountability Act of 2005.
4. **Secretary.** The Agency may appoint a Recording Secretary, who may be an employee of the County with permission of the Hamilton County Board of Supervisors, with the following duties: record all notes and minutes of the Agency in a journal to be kept for that purpose; attend to the serving of notices of all meetings when required; attend to such correspondence as may be assigned; perform all other duties as the Agency may designate.
5. **Counsel and Consultants.** The Agency may also appoint counsel, who may be County Attorney or Assistant County Attorney, fix her/his compensation for services, which, if permitted by law, shall be payable to her/him in addition to her/his official compensation, and may retain and employ private consultants for professional and technical assistance and advice.

ARTICLE V - FISCAL YEAR & INSURANCE

1. **Fiscal Year.** The fiscal year of the Agency shall begin on the 1st day of January and end December 31st of each and every year.
2. **Bonding of Officers.** The Chairman, Treasurer, and such other officers and employees of the Agency as the Agency may require, shall execute bonds conditioned upon the faithful performance of their official Agency duties, with the amount of the premiums therefore to be paid by the Agency.
3. **Insurance.** The Directors and Officers Insurance insuring the voting members of the Agency shall be procured and maintained by the Hamilton County Board of Supervisors. The Agency may from time formally request review by the Board of Supervisors of the limits of insurance as the Agency may determine is necessary and appropriate to the proper functioning and protection of the Agency.

ARTICLE VI — MEETINGS & COMMITTEES

1. **Annual Meeting.** The annual meeting of the Agency shall be held on or about January 15th of each year at the regular meeting place of the agency, for the purpose of electing Directors and transacting such other business as may properly come before the meeting
2. **Regular Meetings.** Regular meetings of the Agency may be held at such times and places as from time to time may be determined by resolution of the Agency. Regular meetings may be adjourned to any other place at the will of a majority of the members of the Agency.

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 notice of such meeting. No business shall be considered at any special meeting other than as designated in the notice thereof, except that if all the members of the Agency are present at a special meeting then any and all business may be transacted at such special meeting upon unanimous consent of and execution of written waivers of notice by such members.
4. **Notice of Meetings.** Notice of any regular or special meeting of the Agency shall be served on each member of the Agency by personal delivery, facsimile transmission, first class mail, or if authorized in writing by a member by electronic mail to such member, received by each such member at least seven (7) days prior to the date of a regular meeting and twenty-four hours prior to the time of a special meeting. Any member of the Agency may waive notice of any regular or special meeting by executing a written waiver of such notice prior to such meeting. In addition, public notice of the time and place of a regular meetings shall be scheduled at least one week prior to the meeting shall be given to the news media and shall be conspicuously posted in one or more designated public locations at least seventy-two hours before such meeting. Public notice of the time and place of every other meeting shall be given to the extent practicable to the news media and shall be conspicuously posted in one or more designated public locations at a reasonable time prior thereto.
5. **Quorum & Majority.** At all meetings of the Agency or any committee thereof, a majority of the total membership of the Agency or committee shall constitute a quorum. No official action of the Agency or of any committee thereof shall be taken or authorized except upon the affirmative vote of a majority of the total membership of the Agency or committee even though one or more members of the Agency or of such committee may not be present and voting thereat. The abstention by a member from voting on any matter shall not reduce the number of affirmative votes necessary or required for a majority.
6. **Committees.** The Chairman, Vice-Chairman and members of all committees shall be appointed, with the consent of the board, by the Chairman of the Agency who shall be an ex officio member of each committee. The Executive Director shall attend committee meetings, if requested, and make such reports and recommendations as he/she deems necessary and advisable. The Agency shall have two standing committees: Audit Committee and Governance Committee. Membership and responsibilities of these committees shall be in accordance with the Public Authority Accountability Act of 2005.

ARTICLE VII — AMENDMENTS

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 the members of the Agency at a regular or a special meeting, 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 Agency.