

BY-LAWS
OF
WYOMING COUNTY INDUSTRIAL DEVELOPMENT AGENCY
AS AMENDED SEPTEMBER 26, 2013

ARTICLE I
THE AGENCY

Section 1. Name. The name of the Agency shall be the Wyoming 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 6470 Route 20A in the Town of Perry, 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
OFFICERS

Section 1. Tenure of Office. Each officer of the Agency shall hold office for *at least* one year *until such time as a majority of members determine a cause for new elections* and each member shall continue to hold office until his successor is appointed or elected and qualifies in his stead. If the term of an Agency member should terminate, his term of office as an officer shall also terminate and at the regular meeting next succeeding such termination the members of the Agency shall elect from among their number a successor who shall serve until the next annual meeting of the Agency. Each member shall continue to hold office as a member until his successor is appointed or elected and qualifies in his stead.

Section 2. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary, and a *Chief Executive Officer and Chief Financial Officer*.

Section 3. Chairman. The Chairman shall be a member of the Agency and preside at all meetings of the Agency. The Chairman shall submit his recommendations and such information as he shall deem pertinent concerning the business, affairs, and policies of the Agency, at each meeting.

Section 4. Vice Chairman. The Vice Chairman shall be a member of the Agency and 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 Agency shall appoint a new Chairman.

Section 5. Secretary. The Secretary shall be a member of the Agency. He shall *assure that* all records of the Agency *are properly kept*, shall act as secretary at the meetings of the Agency, shall keep a record of all votes thereat. He shall *inspect the* record the proceedings of the Agency in a journal of proceedings to be kept for such purpose. He shall perform all duties incident to this office.

Section 6. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary. In case of the resignation or death of the Secretary, the Assistant Secretary shall perform the duties of the Secretary until such time as the Agency shall appoint a new secretary.

Section 7. Treasurer. The Treasurer shall be a member of the Agency. The Treasurer shall *regularly inspect all* books of accounts showing all receipts and expenditures. *He shall inspect all financial records of the Agency at least quarterly, and may call for an inspection of these records at any time.* He shall *assure that* at each regular meeting an account of the financial transactions and the current financial condition of the Agency *is accurately and honestly provided*. He shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 8. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer. In the event of the resignation or death of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer until such time as the Agency shall appoint a new Treasurer. He shall give such bond for the faithful performance of his duties as the agency may determine.

Section 9. Chief Executive Officer. The Chief Executive Officer is an employee of the Agency and may not be one of its members. The CEO 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 Agency. The CEO shall have custody of the seal of the Agency, and have the power to affix such seal to all contracts and other instruments authorized by the Agency.

Section 10. Chief Financial Officer. The Chief Financial Officer is an employee of the Agency and may not be one of its members. The CFO shall have the care and custody of all funds of the Agency and shall deposit all funds in the name of the Agency in such bank or banks as the Agency may designate. Except as otherwise authorized by resolution of the Agency, the CFO shall sign all instruments of indebtedness, orders, and checks for payment of money by the Agency pursuant to the direction of the Agency.

Section 11. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by its bylaws, or by its rules and regulations.

Section 12. Appointment of Officers. All officers of the Agency, ***except CEO and CFO*** shall be appointed ***as required*** at the annual meeting of the agency from among the members of the Agency, and shall hold office until such time as successors are appointed.

Section 13. Vacancies. Should any office become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 14. Members of the Agency. The term of office of each member of the Agency shall be at the pleasure of the Wyoming County Board of Supervisors, and each member shall continue to hold office until his successor is appointed and has qualified. ***Each member of the Agency is expected to comply fully with all provisions of NYS Public Authorities Accountability Act and to participate in PAAA training within one year of appointment.***

Section 15. 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.

Section 16. Bonding of Officers. The Chairman, the Treasurer, the Assistant Treasurer, CEO, CFO and such other officers as the Agency may require, shall execute bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Agency and the premiums therefore shall be paid by the Agency.

ARTICLE III
GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Agency shall begin on the 1st day of January.

Section 2. Annual Meeting. The annual meeting of the Agency shall be held in September at a place and time to be determined by the Agency at least 30 days prior to the meeting.

Section 3. Regular meetings. *The WCIDA is subject to the NYS Open Meetings Law. Therefore*, regular meetings of the Agency may be held with proper notice at such times and places as that are determined by resolution of the Agency. Regular meetings may be adjourned to any other place at the will of the majority of the members of the Agency present and voting at such meeting.

Section 4. Special Meetings. The Chairman of the Agency may, when he 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 or may be mailed to the business or home address of each member of the Agency at least twenty-four hours prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. As such special meeting no business shall be considered other than as designated in the call.

Section 5. Executive Sessions. When determined by the Agency 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 sessions *within the provisions of NYS Open Meetings Law*.

Section 6. Quorum. At all meetings of the Agency, a majority of members of the Agency then in office shall constitute a quorum, and the vote of a majority of the members present and voting at a meeting of the Agency shall be deemed the act of the Agency. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 7. Order of Business. The order of business at regular meetings shall be:

- a. Roll call. Determination of quorum.
- b. Reading / *approval* of minutes of preceding meeting.
- c. *Presentation / acceptance of financial report for the previous month.*
- d. Reports of Committees.
- e. Communications.
- f. Unfinished business.
- g. New business.
- h. Adjournment.

Section 8. Execution of instruments. All Agency instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or official or other person or persons as provided in these by-laws or as the Agency may from time to time designate.

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 the members of the Agency at a regular or a special meeting, but not such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

ARTICLE V POLICIES & PROCEDURES

Section 1. *It is the policy of the WCIDA to comply at all times with the provisions of NYS General Municipal Law Sec. 18A (IDA LAW), NYS Public Authorities Accountability Act, and all Local Laws duly established by the County of Wyoming and any town or village within Wyoming County.*

Section 2. 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 the Laws of New York State, Chapter 1030, Article 18-A.

Section 3. 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 Wyoming County.

Section 4. Audit of Records and Accounts.

1. The Agency shall annually secure a certified audit of its financial records and accounts and shall file a copy of such certified audit with the Wyoming County Board of Supervisors within 120 days after the close of the fiscal year for its activities during the preceding fiscal year.

2. The Agency may require any other operating statement which it shall determine is required for daily operation.

Section 5. Conveyance of Property. The Agency may insert a contract for a project that upon the payment in full of all notes, bonds, and indebtedness incurred in connection with a project that 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 6. 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 by-laws as they may be amended from time to time.

Section 7. Uniform Tax Exemption Policy – Attachment 1

Section 8. WCIDA Whistleblower Policy – Attachment 2

Section 9. WCIDA Compensation, Reimbursement and Attendance Policy – Attachment 3

Section 10. WCIDA Defense and Indemnification Policy – Attachment 4

Section 11. WCIDA Code of Ethics – Attachment 5

Section 12. WCIDA Travel Policy – Attachment 6

Section 13. WCIDA Procurement Policy – Attachment 7

Section 14. WCIDA Disposition of Real Property Guidelines – Attachment 8

Section 15. WCIDA Investment Policy – Attachment 9

Section 16. WCIDA Policy for Receipt of Accounting Complaints – Attachment 10

Section 17. WCIDA Acquisition of Real Property Policy – Attachment 11

These By-Laws were adopted by unanimous vote of the WCIDA Board of Directors at its Annual Meeting on September 26, 2013.

Witnessed by Bruce Camp, Secretary:

A handwritten signature in black ink, appearing to read "Bruce Camp", is written over a horizontal line.