

BY-LAWS  
OF THE  
ONEIDA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY

---

ARTICLE 1  
THE AGENCY

Section 1. Name. The name of the Agency shall be the "Oneida 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 located within the County of Oneida, 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  
MEMBERS & OFFICERS

Section 1. Members. The agency shall consist of not less than three, nor more than seven members, who shall be residents of Oneida County, and who shall be recommended for appointment by the chief executive of Oneida County, appointed by a majority vote of the Oneida County Legislature, and who shall serve at the pleasure of the appointing authority. A member shall continue

to hold office until his or her successor is appointed and has qualified. Such members shall receive no compensation for their services.

Section 2. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary. None of the above officers can hold more than one office.

Section 3. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman or Vice Chairman and such other officer as specifically authorized by resolution may execute agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman shall submit recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chairman must be a member of the Agency.

Section 4. Vice Chairman. 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. The Vice Chairman must be a member of the Agency.

Section 5. Secretary. The Executive Director appointed by the Agency shall be the Secretary of the Agency and shall not be a member of the Agency. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his or her office. The

Secretary shall keep 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 6. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit or cause to be deposited the same in the name of the Agency in such bank or banks as the Agency may select. The Treasurer shall sign or cause to be signed all orders and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. The Treasurer shall keep or cause to be kept 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 Treasurer shall give such bond for the faithful performance of his/her duties as the Agency may determine.

Section 7. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary as shall be the case, until such time as the Agency shall appoint a new Secretary. As such Assistant Secretary, he/she shall give such bond for the faithful performance of his/her duties as the Agency may determine. The Assistant Secretary need not be a member of the Agency.

Section 8. Conflict of Interest. No member or officer or shall have an interest in any contract with the Agency, when such officer or member has the power or

duty to (a) negotiate, prepare, authorize or approve the contract or authorize or approve payment thereunder (b) audit bills or claims under said contract, (c) appoint an officer or employee who has any of the powers or duties set forth above, or no Agency member, including the Chairperson, shall serve as the Agency's chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 9. 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 the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 10. Appointment of Officers. All officers of the Agency shall be appointed at the annual meeting of the Agency, and shall hold office for one year or until their successors are appointed.

Section 11. Vacancies of Officers. Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting and such appointment shall be for the unexpired term of said office.

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.

Section 13. Audit and Governance Committee. The Audit Committee shall consist of at least three (3) members of the Agency. The Governance Committee shall also consist of least three (3) members of the Agency, The Audit Committee and the Governance Committee shall discharge their duties in accordance with the terms and conditions of their respective Charters.

### ARTICLE III

### MEETINGS

Section 1. Annual Meeting. The Annual meeting of the Agency shall be immediately preceding the scheduled December meeting of the Agency at a time and place fixed in the notice therefore. The Agency shall vote at said annual meeting to approve the schedule of regular meetings for the upcoming business year.

Section 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.

Section 3. 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, may be mailed to the business or home address of each member of the Agency, or may be transmitted electronically 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 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 the quorum is obtained.

Section 5. Member Participation in Meetings by Electronic Communications. Where appropriate facilities are reasonably available any or all members of the Agency shall have the right to participate and be a part of a quorum in any Agency meeting, or committee meeting by means of conference call or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other.

Section 6. Order of Business. The order of business at the regular meeting of the Agency shall be conducted in accordance with, and shall be governed by Robert's Rules of Order.

Section 7. Manner of Voting. The voting on all questions coming before the Agency shall be by voice vote, except when a roll call vote is requested by any member, in which case the vote shall be by roll call, and the

yeas and nays shall be entered on the minutes of such meetings, except in the case of election of officers when the vote may be by ballot.

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 thereof has been previously given to all members of the Agency.

Revised May 22, 2008