

**BY-LAWS  
OF  
COUNTIES OF WARREN AND WASHINGTON  
INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I  
THE AGENCY**

Section 1. Name. The name of the Agency shall be "Counties of Warren and Washington 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 in the County of Washington or in the County of Warren, New York, at such place as the Agency may from time to time designate by resolution.

**ARTICLE II  
OFFICERS**

Section 1. Officers. The officers of the Agency shall be a Chair, a Vice Chair, a Secretary, a Treasurer, Chief Executive Officer, and Chief Financial Officer.

The positions of Secretary and Treasurer may be combined. No officer, except for the CEO, who if serving as an employee of the Agency, shall receive compensation from the Agency for their services as an officer.

Section 2. Chair. The Chair shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chair shall sign all agreements, contracts, deeds, and any other instruments of the Agency in the Chair's absence the Vice

Chair or the CEO may execute documents as reviewed and approved by Board. At each meeting the Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Agency. The Chair shall have the authority to appoint special committees when needed to carry out the Agency's business. All committees shall have members from both counties. The Chair shall be responsible for ensuring the enforcement of the policies and procedures of the Agency and shall be responsible to ensure that the directives of the Agency are carried out. The Chair shall be responsible for the oversight of the daily activities of the Chief Executive Officer, and the Administrator, The Chair, or his or her designee, shall be the spokesperson of the Agency.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and in the case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Agency shall appoint a new Chair.

Section 4. Secretary. The Secretary of the Agency shall keep in safe custody the Corporate seal of the Agency and shall have the power to affix such corporate seal to all instruments and documents authorized to be executed by the Agency. When a facsimile corporate seal is authorized to be used, the Secretary of the Agency shall have the power to approve the manner and fashion of such facsimile and authorize such minor variations as are expedient to implement the process by which such facsimile is created.

Section 5. Treasurer. The Treasurer of the Agency Except as otherwise

authorized by resolution of the Board, the Treasurer of the Agency (or the Chair in his absence) shall sign all checks for the payment of money of the Agency; and shall pay out and disburse such moneys under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such checks over the amount of Six Hundred Dollars shall be countersigned by the Chair or Vice Chair of the Agency.

Section 6. Chief Executive Officer. The Chief Executive Officer shall be appointed by the Board and shall not be a Member. The Chief Executive Officer shall perform such duties as the Agency may prescribe or designate and any that are required by law and as set forth in Article III herein.

Section 7. Chief Financial Officer. The Chief Financial Officer shall be appointed by the Chair and shall not be a Member. The Chief Financial Officer shall perform such duties as the Agency may prescribe or designate and any that are required by law.

Section 8. 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 9. Election of Officers. With the exception of the Chief Executive Officer and the Chief Financial Officer, all officers of the Agency shall be elected at the annual meeting of the Agency from among the members of the Agency and shall hold office for one year or until their successors are elected.

Section 10. Vacancies. With the exception of the Chief Executive Officer and the Chief Financial Officer, should any office become vacant, the Agency shall elect successor

from among its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

### **ARTICLE III STAFF**

Section 1. Chief Executive Officer. Under the day-to-day supervision by the Chair, the Chief Executive will be responsible for managing all aspects of the Agency. The CEO will make recommendations to the Board, possess the ability to represent the Agency to local organizations and businesses and be the representative of economic development in Warren and Washington Counties through appearances locally, regionally, and nationally when necessary. The CEO may be a spokesperson of the Agency, as designated by the Chair. The CEO will be responsible for working with the Board to develop a long-term vision and direction of the board. The CEO will be responsible for marketing and outreach to businesses and individuals as well as economic organizations and agencies in Warren and Washington County. The CEO must be able to work with the Agency Administrator, Staff, and Counsel to ensure necessary reports are filed with the NYS Authorities Budget Office and the Office of the State Comptroller, have human resources skills and the ability to work well with others. In the absence of the Chair the CEO can sign agreements, contracts, deeds, and any other instruments of the Agency as designated by Board resolution. The CEO shall not have the authority to sign Agency banking documents.

Section 2. Administrator. An Administrator may be appointed by the Agency and shall have general supervision over the administration of the business affairs of the Agency (including compliance with all government laws, rules, and regulations), subject to the direction of the Agency. The Administrator shall be charged with the management and business affairs of all projects of the Agency. In the alternative, the Agency may contract with another organization to provide the administration of the business affairs of the Agency (including compliance with all government laws, rules, and regulations), and the management of Agency projects.

Section 3. Economic Development Coordinator. An Economic Development Coordinator may be appointed by the Agency. The Economic Development Coordinator Director will work under the direction of the CEO to develop, plan, and implement the economic development activities and then proposing to the Board strategies to achieve the goals and objectives set forth by the Board. Once approved the Economic Development Coordinator shall execute these strategies under the direction of the CEO. Shall also monitor, state, local, and federal legislation to ensure compliance with regulatory requirements and be well versed in financing and grant programs. Assist in creation of, analysis of tax incentive financing, and other responsibilities proscribed in the Resolution approving the appointment of the Economic Development Coordinator.

Section 4. 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.

## **ARTICLE IV MEMBERS**

Section 1. The Members shall meet the following requirements:

a. All Members appointed shall not currently be or in the past two (2) years have been employed by an entity that received remuneration valued at more than Fifteen Thousand Dollars (\$15,000) for goods and services provided to the Agency or received any form of financial assistance valued as more than Fifteen Thousand Dollars (\$15,000) from the Agency.

b. All Members appointed shall not be a relative of an executive officer or employee in an executive position of the Agency or an affiliate.

c. No Members appointed shall be or in the past two (2) years have been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

Section 2. No Member shall serve as the Chief Executive Officer, or Chief Financial Officer, or hold any other equivalent position while also serving as a Member.

Section 3. Member Responsibilities.

a. Upon the affirmative vote of the majority Members, the Members shall be responsible for ethical management and policy establishment of the Agency.

b. The Members shall be responsible for understanding, reviewing, and monitoring the implementation of fundamental financial and management controls and operational decisions of the Agency.

c. Within one (1) year of his appointment to the Agency, each Member must participate in New York State approved training regarding their legal, fiduciary, financial and ethical responsibilities as a Member of the Agency. All Members must participate in continuing training as may be required to remain informed of the best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of the Agency.

Section 4. Loan Prohibited. The Agency is prohibited from and the Agency shall not approve any extension or maintenance of credit, the arrangement for the extension of credit, or the renewal; of an extension of credit in the form of a personal loan to or for any member, officer or staff. As stated in the Agency's Code of Ethics, members and officers are prohibited from accepting the same.

## **ARTICLE V MEETINGS**

Section 1. Annual Meeting. The Annual Meeting of the Agency shall be held during the month of February of every year at the regular meeting place of the Agency. The Chair shall designate the date and time of the Annual Meeting and shall give all members written notice at least ten (10) days in advance; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section.

Section 2. Regular Meetings. Regular meetings of the Agency may be held without notice at such times and places as from time to time may be determined in advance by resolution of the Agency.

Section 3. Special Meetings. The Chair 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 or emailed to each member of the Agency at least two days prior to the date of such meetings or may be mailed to the business or home address of each member of the Agency at least three days prior to the date of such meeting. A Waiver of notice may be signed by any member failing to receive 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, six 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. 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. Financial report.
5. Reports of Committees.
6. Staff reports.
7. Unfinished business.
8. New business.
9. 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. The vote of six members of the Agency shall be sufficient to pass any matter before the Agency. The voting to amend these By-laws and the voting on all matters requiring the expenditure of money, the issuance of bonds, the granting of tax breaks, affecting the rights of a person or affecting real property shall be by a roll call vote. In the case of appointments or election of officers, the vote may be by secret ballot at the discretion of the Chair.

Section 7. Video Attendance. In accordance with the current Video Conferencing Policy members may attend meetings by Video in Extraordinary Circumstances.

## **ARTICLE VI COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of all elected officers. In the event that one individual serves as both Secretary and Treasurer,

the Chair shall appoint two (2) members at large, one member from each County, to serve on the Executive Committee. In the event that the offices of Secretary and Treasurer are held by different people, then the Chair shall appoint one (1) member at large to serve on the Executive Committee. The members at large shall be Members of the Agency. The Chair shall call Executive Committee meetings and shall preside at all Executive Committee meetings. The Executive Committee shall review applications for financing and other matters and will make recommendations to the Agency on those matters. In order to achieve balance, the Chair shall ensure that in case of an odd number of members from each county on the Executive Committee, the Chair shall ensure that the at large members are alternated by county on annual basis so that overall balanced representation is maintained. The Executive Committee shall also be responsible for reviewing any matters to come before the full Board for action to ensure proper content and applicability to the mission of the IDA.

Section 2. Nominating Committee. The Executive Committee shall serve as the Nominating Committee. The Nominating Committee shall make recommendations as to the officers to be elected at the Annual Meeting. The Nominating Committee shall meet in December to recommend a slate of officers. Written notice of the recommendations of the Nominating Committee shall be given to each member at least ten (10) days in advance of the Annual Meeting; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section. A Waiver of Notice may be signed by any member failing to receive proper notice.

Section 3. Industrial Park Committee. The Executive Committee shall serve as the Industrial Park Committee. The Industrial Park Committee shall oversee the Agency's Industrial Park, and any expansions thereof, and shall make recommendations and reports to the Agency on a regular basis. The Industrial Park Committee shall elect its own Chair. The Industrial Park Committee shall also serve as the Board of Review called for in the Declaration of Covenants and Restrictions governing the Agency's Industrial Park.

Section 4. Audit and Finance Committee. The Chair shall appoint an Audit and Finance Committee comprised of independent members who are, to the extent practicable, familiar with corporate financial and accounting purposes. The Audit and Finance Committee is established for the purpose of providing recommendations to the Agency on the hiring of a certified independent accounting firm, establishing the compensation to be paid to the certified independent accounting firm, providing direct oversight of the performance of the independent annual audit performed by the certified independent accounting firm, and overseeing the Agency's finances. In the event that a member of the Audit and Finance Committee is unavailable, the Agency Chair shall serve as an alternate member.

Section 5. Governance Committee. The Chair shall appoint a Governance Committee comprised of independent members for the purpose of keeping the Agency informed of current best governance practices, reviewing corporate governance trends, updating the corporation's governance principles, and advising appointing authorities on the skills and experiences required of prospective Members.

## **ARTICLE VII 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 vote of all of the members of the Agency at a regular meeting or a special meeting; but no such amendment shall be adopted unless at least ten (10) days written notice thereof has been previously given to all members of the Agency; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section. A Waiver of Notice may be signed by any member failing to receive proper notice.

By-laws Amended:

September 25, 2006  
May 21, 2012  
July 18, 2016  
March 19, 2018  
December 20, 2021  
August 15, 2022  
December,19 2022