

BYLAWS

OF

COUNTY OF CLINTON

INDUSTRIAL DEVELOPMENT AGENCY

REVISED AND ADOPTED

JULY 8, 1997

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OF
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INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

Section 1. Name. The name of the Agency shall be "County of Clinton 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 61 Area Development Drive in the Town of Plattsburgh, 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. Officers. The officers of the Agency shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and an Assistant Secretary.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairperson shall sign all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Agency.

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

Section 4. Secretary. The Secretary shall see that the records of the Agency are kept, shall see that all votes of the Agency are recorded, and shall see that a record of the proceedings of the Agency are kept in a journal of proceedings for such purpose, and shall perform all duties incident to his or her office. He or she 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 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall see that those funds are deposited in the name of the Agency in such bank or banks as the Agency may select. The Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairperson. He or she shall see that regular books of accounts showing receipts and expenditures are kept, and shall render to the Agency at each regular meeting an account of his or her transactions and also of the financial condition of the Agency. He or she shall give such bond for the faithful performance of his or her duties as the Agency may determine.

Section 6. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence of the Secretary; and Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Agency shall appoint a new Secretary.

Section 7. 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 8. Appointment of Officers. All officers of the Agency shall be appointed at the annual meeting of the Agency from among the members of the Agency, and shall hold office for one year or until the successors are appointed.

Section 9. Vacancies. Should any office become vacant, the Agency shall notify the Clinton County Legislature which will consider the appointment of a member of the Agency. All members of the Agency shall be appointed by resolution of the Clinton County Legislature.

Section 10. Executive Director. The President of the Clinton County Area Development Corp. shall be the Executive Director of the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. He or she shall be charged with the management of all projects of the Agency.

Section 11. 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 including the Executive Director shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE III MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Agency shall be held in September of each year at a date and time set by the Agency.

Section 2. Regular Meetings. Regular meetings of the Agency shall be held upon public notice at such times and places as from time to time may be determined by resolution of the Agency. .

Section 3. Special Meetings. The Chairperson of the Agency may, when he or 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 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 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. 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 copies shall be kept in a journal of the proceedings of the Agency.

Section 6. Manner of Voting. The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered in the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

**ARTICLE IV
AMENDMENTS**

Section 1. Amendments to Bylaws. The bylaws 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 days written notice thereof has been previously given to all members of the Agency.