



**By Laws
of
the Genesee County Industrial Development Agency
d/b/a Genesee County Economic Development Center
As Amended June 6, 2013 & March 6, 2014 & July 9, 2015**

ARTICLE I THE AGENCY

Section 1. Name

The name of the Agency shall be the "Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center."

Section 2. Seal of the 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 the Agency

The office of the Agency shall be located in the County of Genesee, 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 BOARD MEMBERS

Section 1. The Agency shall consist of seven board members who shall be appointed by the Genesee County Legislature (the "Board").

Section 2. The term of the office of each board member of the Agency shall be for a term of service not to exceed six years, after which six year term an application for re-appointment or new appointment must be approved by the Genesee County Legislature. In the event that any seat on the board becomes vacant prior to the expiration of the term of that vacating board member, the Legislature shall appoint a new board member to fill the unexpired term of that seat.

Section 3. No Board 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.

ARTICLE III OFFICERS

Section 1. Officers

The officers of the Agency shall be a Chairman, Vice-Chairman, President & Chief Executive Officer, a Senior Vice President of Operations, one or more Vice Presidents, a Chief Financial Officer (Treasurer), and a Secretary. Any two or more offices may be held by the same person.

Section 2. The Chairman shall preside at all meetings of the Agency. The Chairman shall have the authority to execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Agency.

Section 3. 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.

Section 4. Secretary. The Secretary may or may not be a member of the Board. 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 purpose and shall perform all duties incident to his/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. Chief Financial Officer (Treasurer) The Chief Financial Officer (Treasurer) may or may not be a member of the Board. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall give such bond for the faithful performance of his/her duties as the Agency may determine.

Section 6. President & Chief Executive Officer. The President & Chief Executive Officer may not be a member of the Board. He/she shall be appointed by the Board and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Board. He or she shall be charged with the management of all projects of the Agency. In addition, he/she may be designated as an Assistant Secretary and/or an Assistant Treasurer, subject to such restrictions as may be imposed upon his or her exercise of such duties by resolution of the Board. Except as otherwise authorized by resolution of the Agency, the President & Chief Executive Officer shall have the authority to execute all agreements, contracts, deeds, and any other instruments on behalf of the Agency.

Section 7. Senior Vice President of Operations. The Senior Vice President of Operations may not be a member of the Board. The Senior Vice President shall be charged with the general supervision over the daily operations of the Agency and assume the responsibilities of the President in the absence of the President.

Section 8. Vice President of Business Development. The Vice President of Business Development may be a member of the Board. The Vice President of Business Development shall have responsibility for Sales and Project Management of the Agency.

Section 9. Additional Duties

The officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by the bylaws of the Agency, or by the rules and regulations of the Agency.

Section 10. Appointment of Officers

The Chairman, Vice Chairman, Secretary and Treasurer of the Agency shall be appointed at the annual meeting of the Board, and shall hold office for one year or until the successor are appointed.

Section 11. Vacancies

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

ARTICLE IV ADDITIONAL PERSONNEL

The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as set forth 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 the Chief Executive Officer shall be determined by the Board subject to the laws of the State of New York. The responsibility for hiring decisions and compensation level determination for staff "at will" employees is the responsibility of the President & CEO provided it is in accordance with existing board approved policies and within the established board approved budget for employee costs for the year in question.

ARTICLE V COMMITTEES

Section 1. Standing Committees

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-laws, each Standing Committee shall consist of the Board Chair, plus at least three voting Directors. Committee members will be appointed by the Board Chair. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the Members of any action requiring its approval;
- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-laws or the adoption of new By-laws; or
- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) The Corporation shall have the following three Standing Committees:

- (i) Employee / Compensation Committee
- (ii) Audit & Finance Committee
- (iii) Governance & Nominating Committee

Section 2. – Special Committees

The Board of Directors, by resolution adopted by a majority of the entire Board of voting Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by the Board Chair from among the Directors.

ARTICLE VI MEETINGS

Section 1. Annual Meeting

One meeting per year shall be designated by the Agency as its Annual Meeting.

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 necessary by the Agency. In the event that a quorum of members cannot be physically present at such meetings then members may participate by video conference so long as such participation undertakes in conformity with covering the New York State Open Meetings Law.

Section 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 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, or sent via electronic mail, 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. Report of the Officer's
4. Reports of committees
5. Unfinished business
6. New business
7. Adjournment

All resolutions shall be in writing and copies shall be included with the minutes of the board of directors.

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 on the minutes of such meeting, except in the case of appointment when the vote may be by ballot.

ARTICLE VII INDEMNIFICATION

Section 1. Coverage

Any and all members of the Board of Directors and Officers of the Genesee County Industrial Development Agency shall be indemnified by the Genesee County Industrial Development Agency against any and all claims and liabilities, and against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they or any of them are made, or threatened to be made, parties, or a party by reason of being or having been a Director and/or Officer of the Corporation, to the fullest extent permitted by law as it now exists or may be amended or interpreted in the future.

ARTICLE VIII 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 of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least five days written notice thereof has been previously given to all members of the Agency.