

## **Exhibit A**

### **By Laws** **of** **the Genesee County Industrial Development Agency**

As Amended June 27, 2006

#### **ARTICLE I THE AGENCY**

##### **Section 1 Name**

The name of the Agency shall be the "Genesee County Industrial Development Agency."

##### **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 at One Mill Street in the City of Batavia, 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 11 BOARD MEMBERS**

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

Section 2. The term of the office of each board member of the Agency shall be at the pleasure of the Genessee County Legislature, and each board member shall continue to hold office until his/her successor is appointed and has qualified.

Section 3. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency the Chairman shall 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 may consider proper concerning the business, affairs and policies of the Agency.

Section 4. The Vice Chairmen 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 5. 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 President & Chief Executive Officer, a Vice President of Business Development, a Vice President of Product Management, a Vice President of Finance & Operations (Treasurer), and a Secretary. Any two or more offices may be held by the same person.

**Section 2 Secretary. The Secretary may 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 office. He 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 3 Vice President of Finance & Operations (Treasurer) The Vice President of Finance & Operations (Treasurer) 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,, Except as otherwise authorized by resolution of the Agency, 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 monies authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman,. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall give such bond for the faithful performance of his duties as the Agency may determine.

**Section 4. President & Chief Executive Officer.** The President & Chief Executive Officer may not be a member of the Board. A Chief Executive Officer shall be appointed by the Agency, and shall have general supervision over the administration of the business and affair 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. In addition, the Chief Executive Officer may be designated as a second Assistant Secretary and/or a second Assistant Treasurer, subject to such restrictions as may be imposed upon his or her exercise of such duties by resolution of the Agency.

**Section 5. Vice President of Business Development.** The Vice President of Business Development may be a member of the Board. [Add job description. Also, please note, if this position assumes the responsibilities of the President in the absence of the President, then this position should not be filled with a Board member.]

**Section 6. Vice President of Product Management** The Vice President of Product Management may be a member of the Board. [Add job description. Also, please note, if this position assumes the responsibilities of the President in the absence of the President, then this position should not be filled with a Board member.]

**Section 7 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 8 Appointment of Officers**

All officers of the Agency shall be appointed at the annual meeting of the Board, and shall hold office for one year or until the successors are appointed.

**Section 9 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 all personnel (including the Chief Executive Officer) shall be determined by the Agency subject to the laws of the State of New York.

## **ARTICLE V MEETINGS**

### **Section 1 Annual Meeting**

The annual meeting of the Agency shall be held on the second Thursday of the month of January each year.

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

**ARTICLE VI 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 VII 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 seven days written notice thereof has been previously given to all members of the Agency..