

**BYLAWS  
OF THE  
JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Amended December 1, 2005**

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**ARTICLE I**

**THE AGENCY**

**Section 1. NAME.** The name of the Agency shall be “The Jefferson 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 at 800 Starbuck Avenue, Suite 800 in the City of Watertown, 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 Chairman, a Vice Chairman, a Secretary, a Treasurer, and at the option of the Agency, an Assistant Secretary, and an Assistant Treasurer.

**Section 2. CHAIRMAN.** The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency the Chairman shall sign 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. 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.

**Section 4. SECRETARY.** The Secretary shall review the records of the Agency, and shall review the record keeping procedures of the Agency and storage of such records. The Secretary shall ensure that the seal of the Agency is stored in a safe place and he/she and except as otherwise authorized by resolution of the Agency shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

**Section 5. 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 until such time as the Agency shall appoint a new Secretary.

**Section 6. TREASURER.** The Treasurer shall oversee the care and custody of all funds of the Agency. The Treasurer shall sign all instruments of indebtedness, all orders, and all checks for 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 Chairman. He/she shall oversee with the Comptroller 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. He/she shall give such bond for the faithful performance of his duties as the Agency may determine.

**Section 7. ASSISTANT TREASURER.** The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the treasurer; and in case of resignation or death of the Treasurer the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall appoint a new Treasurer. He/she shall give such bond for the faithful performance of his duties as the Agency may determine.

**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 bylaws of the Agency, or by the rules and regulations of the Agency.

**Section 9. APPOINTMENT OF OFFICERS.** All officers of the Agency except the First Chairman shall be appointed at the regular monthly meeting of the Agency prior to the start of the fiscal year. The offices of Chairman and Vice Chairman shall be held only by members of the Agency. All other offices may be held by persons who are not members of the Agency. All officers shall hold office for one year or until successors are appointed.

**Section 10. VACANCIES.** 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 11. EXECUTIVE DIRECTOR.** An Executive Director shall be appointed by 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/she shall be charged with the management of all projects of the Agency.

**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 including the Administrative 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 conjunction with the JCJDC Annual Meeting in January.

**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, faxed or e-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 the call, but if all the members of the Agency are present at 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. Call to Order
2. Approval of the minutes of the previous meeting.
3. Treasurer's Report
4. Committee Reports
  - Loan Review Committee
5. Unfinished Business
6. Counsel
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 consensus requiring a majority to pass or deny an action.

#### **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 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.