

THE BYLAWS OF THE JEFFERSON COUNTY  
JOB DEVELOPMENT CORPORATION  
Approved April 12, 1994 Effective 7/18/94  
Amended June 1, 1995  
Amended December 4, 2003  
Amended August 2, 2007

ARTICLE I  
Purpose

In addition to the purposes set forth in the Certificate of Incorporation by way of illustration and not limitation, the overall purpose of the Corporation is to work with municipalities, state government, authorities, commissions and agencies together with the citizens of the County of Jefferson, State of New York, to achieve the public objectives of decreasing unemployment, providing greater employment opportunities, educating employers, site selectors and corporate real estate executives, analyzing assets and liabilities of the County and its residents with the object of assisting businesses to grow and expand, promote entrepreneurship and bring in new businesses that best compliments Jefferson County's assets.

The Officers, Board of Directors and the Membership shall not authorize or perform any act contrary to the code, rules and regulations of the Internal Revenue Service which govern the operation of such exempt organizations including IRC Sec. 170 (c)(2) and Sec. 501 (c)(3) as amended.

The Corporation, its Board of Directors, Officers and Members shall not authorize or perform any corporate act that discriminates against one or more persons or groups of persons on the basis of race, creed, color, sex, age or country of origin.

ARTICLE II  
Members

Section 1. Requirements for Membership.

Any individual or legal entity in good standing with an interest in the promotion of the economic development of Jefferson County may apply for membership. Upon the submission of an application and on delivery by the applicant of a membership fee, the amount of which shall be set from time to time by the Board of Directors, the applicant shall become a member.

Section 2. Rights of Members.

(a) Property Rights. No member of the Corporation shall have any right or interest in or to the property or assets of the Corporation. All property and assets of the Corporation shall be subject to the direction, control of, and expenditure by, the Board of Directors of the Corporation. In the event the Corporation shall be liquidated or dissolved or cease to actively carry out its purposes, the property and assets of the Corporation shall be distributed subject to the provisions of the Certificate of Incorporation of the Corporation, and in accordance with the Not-For-Profit Corporation Law of the State of New York and as provided by these Bylaws in Article XII.

(b) Voting. Each member of said Corporation shall be entitled to one (1) vote in person or by proxy at any regular, special or annual meeting of the members of the Corporation.

ARTICLE III  
Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held on a date, time and place as designated by the Board of Directors and specified in the notice of such meeting.

Section 2. Notice of Annual Meeting. Notice of the time, place and purposes of any annual meeting shall be served either personally, electronic mail, fax or by mail upon each member of the Corporation entitled to vote at such meeting no less than ten nor more than thirty days before the meeting. If mailed, notice shall be addressed to members at their respective addresses appearing on the records of their application.

Section 3. Special Meetings. Special meetings of the members shall be held at such time and place as may be designated by the Board of Directors and specified in the notice of such meeting. Notice of the time, place and purposes of every special meeting of the members shall be served either personally, electronic mail, fax or by mail upon each member of the Corporation entitled to vote at such meeting not less than ten nor more than thirty days before the meeting. If mailed, notice shall be addressed to members at their respective addresses appearing on the records of the Corporation.

Section 4. Quorum. At any annual meeting or special meeting of the members, there shall be present at least ten percent of the members of the Corporation entitled to vote at such meetings, either in person or by proxy, in order to constitute a quorum for the transaction of business, but less than a quorum may adjourn such meeting from time to time without notice until a quorum is present.

ARTICLE IV  
Directors

Section 1. Number. The Board of Directors of the Corporation shall consist of not less than seven and not more than twenty-one directors, consisting of (i) up to ten Directors elected from the membership at any annual or special meeting called for the purpose of electing Directors, and (ii) in addition to the Directors elected in the manner set forth above, representatives of the following organizations may serve as ex officio Directors of the Board. The Board of Directors serving at any time shall have the right in its own discretion to elect other persons to the Board of Directors subject to the foregoing limitation as to maximum and minimum numbers.

- \* Jefferson County Industrial Development Agency (JCIDA) - seven (7) voting Directors, who shall be members of the JCIDA Board of Directors.
- \* City of Watertown - one (1) voting Director, who shall be the City Manager.
- \* County of Jefferson - one (1) voting Director, who shall be the County Administrator.
- \* Watertown Local Development Corporation - one (1) voting Director, who shall be the Executive Director/CEO.
- \* Development Authority of the North Country (DANC) - one (1) voting Director, who shall be the Executive Director.

Section 2. Powers. All power and authority of the Corporation shall be vested in the Board of Directors and the committees thereof, and all or any part of such power and authority, in addition to the power and authority delegated by these Bylaws to the Governance Committee, may be designated to such committees of the Board of Directors as the Board from time to time may determine.

Section 3a. Vacancies. Any member of the Board of Directors may resign by delivering his/her written resignation to the Chief Executive Officer or member of the Board, and any member of the Board may be removed at any time by action of the Board, except that the Board must give 10 days written notice to all Board members of a meeting when such action shall be taken. The notice shall specifically state that removal of a named director shall be voted upon. In case of any vacancy in the Board of Directors through death, disability, resignation, removal or other cause, the remaining directors may elect his successor, who shall take office immediately and hold office for the unexpired portion of the term of the director whose place he/she is elected. The foregoing notwithstanding, any vacancy on the Board of Directors through death, disability, resignation, removal or other cause of an Ex officio Director shall be filled by appointment of a successor Ex officio Director designated by the sponsoring organization to serve the remaining term of the Director being replaced.

Section 3b. Elected Directors' Qualifications. A Director elected by the Membership must either be a member or an employee of a member.

Section 4. Elections. The number of Directors elected by the Membership shall be divided into three classes (each individually the "Class", and collectively the "Classes"), each shall have a minimum of two Directors and each such Class holding office for a term of three years. At each Annual Meeting so many elected Directors shall be elected as are necessary to succeed the Directors from any such Class whose terms have expired. Elected Directors may serve up to two full consecutive terms. The normal term shall commence the first meeting after the annual meeting, and end at the annual meeting three years later.

Section 5. Meetings. The Board of Directors shall hold such meetings, at such times and places, and in accordance with such notice, if any, as from time to time may be determined by the Board of Directors, and in addition thereto, any officer of the Corporation may call a meeting of the Board of Directors upon ten days notice, delivered either by mail, electronic mail, fax, personally or by telephone. Any director may waive any notice required to be given to him/her by law or under these Bylaws.

Section 6. Quorum. A simple majority of the directors of said Corporation shall constitute a quorum for the transaction of business at any regular meeting or special meeting, but less than a quorum, may adjourn such meeting until a quorum is present. Except as otherwise by law or these Bylaws provided, any act of the majority of the quorum of said Corporation shall be the act of the Board of Directors. As long as at least 51% of the members are present other board members can participate and vote via conference call.

Section 7. Annual Report. The directors shall present at the annual meeting of the Corporation a report, verified by the President and Treasurer, or by the majority of the directors showing the whole amount of real and personal property owned by it, where located, where and how invested, the amount and nature of the property acquired during the year immediately preceding such date and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date and the manner of the appropriation, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the

Corporation during such year, which report shall be filed with the records of the Corporation and abstract thereof entered in the minutes of the proceedings of the annual meeting.

Section 8. Attendance at Meetings. Unless excused, each Director shall attend, on a fiscal year basis, at least seventy-five percent (75%) of the Corporation's regular meetings. The absence of individual directors from meetings may be excused by the President or his/her designee.

## ARTICLE V Officers

Section 1. Officers. The Corporation shall have as executive officers a President, a Vice President, a Secretary, a Treasurer, and the Chief Executive Officer, all of whom shall be chosen by the directors annually at the first meeting of the Board of Directors following the annual meeting of members, and each officer shall hold office until the corresponding meeting in the next year or until his/her successor shall be duly elected and qualified; provided, however, that any officer may be removed at any time by action of the Board of Directors. Any vacancy in any of the above offices shall be filled for the unexpired portion of the term by a person elected by the Board of Directors at any regular meeting, or any special meeting called for such purpose. The Corporation may also have one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers or agents as the Board of Directors may fix, or deem necessary and who shall have authority to perform such duties as the Board of Directors may prescribe.

Section 2. President. It shall be his/her duty to preside at all of the meetings of the Board of Directors, the annual meeting, and special meetings of the members. The President shall have power to make and execute contracts in the ordinary business of the Corporation, and for and in the name of the Corporation to execute with the Secretary all deeds, mortgages, bonds, certificates of membership and other obligations or instruments when authorized by the Board of Directors. The President shall have the power with the Treasurer to execute all annual or other reports or statements of the Corporation which may be required by law.

Section 3. Vice President. In the absence or inability of the President to act, or if the office of President be vacant, the Vice President shall, in order designated by the President or Board of Directors, exercise all the powers of the President. The Vice President shall have such power and perform such other duties and execute such contracts on behalf of the Corporation as may be assigned to him/her or authorized by order of the Board of Directors.

Section 4. Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in such bank or banks, trust company or trust companies, and in such safe deposit company or safe deposit companies as the Board of Directors may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and, whenever required by the Board of Directors, the Treasurer shall render or cause to be rendered financial statements of the Corporation. The Treasurer shall prepare and execute with the President and file any annual report or reports, statement or statements which may be required by law.

Section 5. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the members and the Board of Directors. He/She shall be responsible for or cause to be the giving and serving of all notices of meetings of the members and the Board of Directors of the Corporation. The Secretary shall have general supervision over the care and custody of the corporate records and of the corporate seal of the Corporation and

shall see that the corporate seal is affixed to all documents, execution of which, on behalf of the Corporation, under its seal duly authorized, and when so affixed may attest the same. The Secretary shall have the power with the President to make and execute for and in the name of the Corporation all certificates of membership, deeds, bonds, contracts and other obligations or instruments when authorized by the Board of Directors. The Secretary shall in general perform all duties usually incident to the Office of Secretary or such other duties as may from time to time be assigned to him/her by the Board of Directors.

Section 6. Salaries. No director or officer of the Corporation shall receive directly or indirectly, salary, compensation, or emolument from the Corporation, either as an officer or director, or in any other capacity, except the Chief Executive Officer referred to in Article VI.

Section 7. PAAA. Every director shall abide by the requirements of the Public Authority Accountability Act of 2005 including but not limited to submitting annual financial disclosure statements and attending required training.

#### ARTICLE VI

##### Staff Officers and Personnel

Section 1. Staff Officers. The Corporation shall appoint an Chief Executive Officer who shall hold office at the pleasure of the Corporation.

Section 2. Chief Executive Officer. The Chief Executive Officer shall be the chief administrative and operating officer of the Corporation, and shall: be responsible for the efficient administration and operation of the Corporation; carry out the policies and directives of the Corporation; be responsible for obtaining and furnishing to the Corporation financial and other reports as may be required by the Corporation; recommend to the Corporation, from time to time, such measures as the Chief Executive Officer shall deem necessary or advisable; furnish the Corporation with necessary information respecting the Corporation; be responsible for the preparation and submission to the Corporation of the proposed annual budget for adoption; keep the Corporation informed as to the financial needs and conditions of the Corporation; and, exercise such other powers and perform such other duties as the Corporation may determine. The Chief Executive Officer, within the Corporation's budget and within any limits, which may be established by the Corporation, may employ and fire such other personnel as he/she may deem necessary to exercise the powers and perform the duties and functions necessary or convenient in carrying out the objectives and purposes of the Corporation. The Chief Executive Officer may define duties and functions and set employees terms of employment.

#### ARTICLE VII

##### Contracts

All contracts or obligations for the general corporate purposes of the Corporation or are for the retention of outside counsel or independent auditors, must follow the Corporation's Procurement Policy approved by the Board of Directors.

#### ARTICLE VIII

##### SEAL

Section 1. Form. The seal of the corporation shall be in the form of a circle and shall bear the name of the corporation and the year and the name of the state of its incorporation.

## ARTICLE IX

### Liability and Indemnification

No officer or director of the Corporation shall be personally liable to any person or party dealing with the Corporation for any amount arising out of any claim, charge, service, obligation, or otherwise against the Corporation; and any such claim if found valid shall be paid and reimbursed out of the funds of the Corporation. In the event an officer or director shall be sued for any of his acts or omissions by anyone other than the Corporation, in the absence of bad faith, illegality, or fraud, such officer or director shall be entitled to reimbursement for any and all expenses incurred by him in defense of any action as provided by the laws of the State of New York.

## ARTICLE X

### Committees

Section 1. Governance Committee. The Governance Committee shall consist of a minimum of six members which will include the President, Vice President, Secretary, Treasurer, JCIDA Chair, and the Jefferson County legislator who sits on the JCIDA Board of Directors. The number of members of the Governance Committee may be increased by the Board of Directors. The Governance Committee shall exercise the powers of the Board of Directors in the interim between meetings of the directors with general power to discharge the duties of the Board of Directors except as such power from time to time may be limited by the Board. The Governance Committee shall have overall responsibility to develop and recommend to the Board of Directors the adoption of the annual organization and compensation plan, which shall serve as the guideline for staffing during the succeeding fiscal year. The plan shall establish an increase in total personnel compensation which may be awarded to such employees and in such amounts as the Chief Executive Officer shall determine. The Governance Committee will be responsible, in concert with the Chief Executive Officer, to review and develop the Mission Statement, and the annual Goals and Objectives of the Corporation. A majority of the Governance Committee shall constitute a quorum for the transaction of business. The Governance Committee shall keep books of separate minutes and report their action at every meeting of the Board of Directors or as often as they may be required by the Board. The Governance Committee will keep the Board informed of current best governance practices, review corporate governance trends, update the corporate governance principles, and advise appointing experts and authorities on the skills and experiences required of potential new Board members.

Section. 2. Marketing Committee. The Marketing Committee shall be appointed by the President and approved by the Board of Directors. It will review the Corporation's Marketing initiatives that promote Jefferson County's business opportunities to existing County employers, and to businesses outside of Jefferson County who are considering expanding or relocating their companies.

Section 3. Finance Committee. The Finance Committee shall be appointed by the President and approved by the Board of Directors. It will review the Corporation's budgets, proposals and contracts. The Committee shall be composed of no less than three and no more than five members.

Section 4. Audit Committee. The Audit Committee shall be appointed by the President and approved by the Board of Directors. It will recommend to the Board of Directors the hiring of a CPA firm to conduct the annual independent audit, determine the amount of compensation to be paid to the CPA firm, and provide direct oversight of the performance of the annual independent audit.

Section 5. Other Committees. The Board of Directors may establish other Committees as they may from time to time desire, giving into such committees specific objectives and powers not contrary to law, the Certificate of

Incorporation, or these Bylaws. These committees' members shall be appointed by the President and approved by the Board.

Section 6. Effect of Recommendations. The recommendations of the Governance Committee, the Marketing Committee, and the Finance Committee, or any other Committee, shall not be binding on the Board of Directors but shall only be persuasive.

#### ARTICLE XI Amendments

Section 1. How Made. The Bylaws may be amended, added to or altered or repealed, or new bylaws may be adopted at any meeting of the Board of Directors, by a vote of at least a majority of the directors of the Corporation. Notice of any bylaw changes must be served either personally, electronic mail, fax or by mail upon each member of the Board of Directors no less than 10 nor more than thirty days before a vote is to be taken on those changes.

#### ARTICLE XII Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine subject to the approval of the New York Supreme Court, County of Jefferson.

#### ARTICLE XIII Grants and Loans

1. The Corporation in furtherance of its corporate purposes may make grants or loans. Each grant or loan shall be reviewed by the Finance Committee who shall submit a written opinion of each proposal to the Board of Directors. The Board of Directors shall be the approving authority.

2. The Board of Directors shall draft standards of eligibility to be uniformly applied to each applicant. The purposes of such loans or grants shall be solely for the exempt purposes of the Corporation. In the event the recipient uses the money loaned or granted for purposes other than those set forth in the Corporation's loan/grant documents, the grant or loan shall be revoked and the recipient shall be required to refund the money advance. All loans and grants shall be conspicuously conditioned by this restriction.

3. Records. The Corporation shall maintain accurate and complete records of the following information concerning each grant or loan:

- a. An explanation of the circumstances under which the loan or grant is made.
- b. The express purpose to which the recipient will apply the money granted or lent.
- c. How the recipient was selected.

- d. In the case of a loan, how the loan shall be repaid, what interest shall be charged, what security or guarantees the borrower must provide, and the terms of repayment and default.
- e. Timely follow-up reports on the actual use of the funds subsequent to making of such a loan or grant.