

BYLAWS
OF
BROOME COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE I

THE AGENCY

SECTION 1. NAME The name of the Agency shall be "Broome 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. OFFICER OF AGENCY The office of the Agency shall be at the County Office Building in the City of Binghamton, New York, but the Agency may have other offices as 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 an Assistant Secretary-Treasurer. Any two or more officers, except the offices of Chairman and Secretary, or Chairman and Assistant Secretary-Treasurer may be held by the same person.

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 execute all agreements, contracts, deeds, instruments of indebtedness, 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 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 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 to be kept for such purpose, and shall perform all duties incident to his office. He shall keep in safe custody at the office of the Agency, the seal and all records 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 deposit the same in the name of the Agency in such bank 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 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 countersigned by the Chairman or Vice Chairman. The Treasurer shall keep 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 shall give such bond for the faithful performance of duties as the Agency may determine.

SECTION 6. ASSISTANT SECRETARY-TREASURER The Assistant Secretary-Treasurer shall perform the duties of the Secretary or Treasurer in the absence or incapacity of either, and in the case of the resignation or death of the Secretary or Treasurer, the Assistant Secretary-Treasurer shall perform such duties as are imposed on the Secretary or Treasurer, as shall be the case, until such time as the Agency shall appoint a new Secretary or Treasurer. As such Assistant Secretary-Treasurer, he shall give such bond for the faithful performance of his duties as the Agency may determine.

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 except the first Chairman shall be appointed at the Annual Meeting of the Agency from among the members of the Agency, and shall hold office for one (1) year or until the successors are appointed.

SECTION 9. 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 10. 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. The Executive Director shall be charged with the management of all projects of the Agency and be authorized to execute all agreements, contracts, deeds, instruments of indebtedness, and all other instruments 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 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 as soon as possible after the appointment of the members of the Agency at the regular meeting place of the Broome County Industrial Development Agency, upon five days written notice sent to each member of the Agency advising the date, place and purpose of the meeting.

SECTION 2. REGULAR MEETINGS Regular meetings of the Agency may be held 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, 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 Previous Meeting
3. Bills and Communications
4. Report of Treasurer
5. Reports of Committees
6. Unfinished Business
7. New Business
8. Adjournment

All resolutions shall be in writing and shall be copied in or attached to 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 meetings, except in the case of appointments when the vote may be by ballot.

ARTICLE IV

COMMITTEES

SECTION 1. ADVISORY COMMITTEE The Agency may elect former members of the Agency to be designated Emeritus members by a unanimous vote of the members present at a regular or special meeting. Emeritus members shall be entitled to attend the regular meetings of the Agency, but shall not be entitled to vote or hold office. There shall be elected annually, by the Agency in the same manner as set forth, five (5) members for an Advisory Committee, at least two (2) of whom shall be Emeritus members of the Agency. The balance of said committee shall be elected from the community at large. The Advisory Committee shall be entitled to

attend all meetings, to meet with and advise upon matters to be considered by the Agency, but shall have no vote and shall not be entitled to hold office.

SECTION 2. MEMBERSHIP AND APPOINTMENT Each committee shall consist of at least two members of the Agency appointed by the Chairman.

SECTION 3. INDUSTRIAL INCUBATOR OPERATIONS COMMITTEE The committee shall monitor the operation and physical plant of the Incubator and make recommendations to the Agency concerning its operation, tenants, and physical plant.

SECTION 4. REVOLVING LOAN PROGRAMS, FINANCE & AUDIT REVIEW COMMITTEE The committee shall monitor operation of the Revolving Loan Programs and all finances of the Agency, shall review all audit reports of the Agency and Agency programs, and make recommendations to the Agency concerning the Revolving Loan Programs, Agency finances, and audit reports.

SECTION 5. LAND SALES, LAND DEVELOPMENT & PUBLICITY COMMITTEE The committee shall review proposals for the disposal of Agency lands, review site plans and design criteria for proposed development of Agency lands, make recommendations to the Agency concerning proposals for purchase and development of Agency lands, make recommendations to the Agency concerning the acquisition of land by the Agency, and review the development of the Agency's advertising and promotional programs for retaining and attracting industries and selling industrial park land.

SECTION 6. PERSONNEL COMMITTEE The committee shall review Agency personnel policies and performance and make recommendations to the Agency concerning such policies and performance.

SECTION 7. BYLAWS COMMITTEE The committee shall review the bylaws of the Agency and make recommendations to the Agency concerning amendments to the bylaws.

ARTICLE V

AMENDMENTS

SECTION 1. AMENDMENTS TO THE 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 special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Agency. Notice of the purpose of the proposed amendment must be stated in the call for the regular meeting.

ARTICLE VI

REFERENCE TO GENERAL MUNICIPAL LAW

Where applicable, all provisions of Article 18 of the General Municipal Law of the State of New York shall apply to the activities or interests of members of the Broome County Industrial Development Agency.

ARTICLE VII

NON-DISCRIMINATION

The Agency will not discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, age, disability or marital status, and will undertake programs of affirmative action to insure that they are afforded equal employment opportunities without discrimination. Such action shall be taken with reference to, but not limited to, recruitment, employment, job assignment, promotion, upgrading, demotion, transfer, layoff, or termination, rates of pay or other forms of compensation, and selection for training or retraining, including apprenticeship and on-the-job training.

Amended 8/13/99