

**BY-LAWS
OF
THE
CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

Section 1 Name: The name of the Agency shall be the "City of Utica 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 located at 1 Kennedy Plaza, City of Utica, County of Oneida, 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 an Assistant Secretary-Treasurer. Any two or more offices, except the offices of Chairman and Secretary, 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, 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 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 this 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 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 or banks as the

Agency may select. 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 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. 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 his 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 as 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 required by the Agency, by the by-laws 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 year or until the successor(s) is 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 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 on the 11th day of January at twelve o'clock at the regular meeting place of the Agency. In the event such day shall fall on a Saturday, Sunday or legal holiday, the annual meeting shall be held on the next succeeding day that is not a Saturday, Sunday or legal holiday.

Section 2 Regular Meeting: 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 small number may meet and adjourn to some other time or until the quorum is obtained.

Section 5 Order of Business: At the regular meeting 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 Treasurer
5. Report of Committee
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 meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE IV AMENDMENTS

Section 1 Amendments to the By-Laws: The by-laws 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.

ARTICLE V
COMMITTEES

Section 1 **Audit Committee:** Pursuant to an Audit Committee Charter adopted by the Agency on August 4, 2009, there shall be an Audit Committee that ensures that the Agency Board fulfills its responsibilities for the agency's internal and external audit process, financial reporting and provide an avenue of communication between staff, independent auditors, the CFO, and the board of directors. The agency board of directors shall appoint an Audit Committee consisting of at least three (3) members of the board of directors, including an Audit Committee Chair appointed by the board.

Section 2 **Governance Committee:** Pursuant to a Governance Committee Charter adopted by the agency on August 4, 2009, the Governance Committee shall be empowered and authorized by the board of directors to review, develop, draft, revise, or oversee all policies and practices of the agency.

The Governance Committee shall be comprised of a chair and at least two additional independent members appointed by the board of directors

City of Utica Industrial Development Agency

Authorizing Legislature

General Municipal Law § 927-d. City of Utica industrial development agency

For the benefit of the city of Utica and the inhabitants thereof, an industrial development agency, to be known as the CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of this chapter. It shall constitute a body corporate and politic, and be perpetual in duration. It shall consist of five members who shall be appointed by the mayor of the City of Utica, and its chairman shall be designated by such mayor. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of this chapter upon industrial development agencies. It shall organize in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of this chapter. The agency, its members, officers and employees, and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of this chapter.

Added. L.1981, e. 710, § L

Effective Date. Section effective July 21, 1981 pursuant to L.1981, c. 710. § 2.