

BYLAWS

TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Revised: August 17, 1994, November 21, 2001, March 15, 2002, February 2, 2007
October 3, 2008

ARTICLE I - THE AGENCY

- SECTION 1. NAME. The name of the agency shall be the "Tompkins County Industrial Development Agency," hereinafter referred to as the "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 the Tompkins County Courthouse, 320 North Tioga Street, in the City of Ithaca, 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 - THE ORGANIZATION

- SECTION 1. TYPE. The Agency is a corporate governmental agency, constituting a public benefit corporation.
- SECTION 2. TERM. The Agency shall be perpetual in duration.
- SECTION 3. PURPOSES AND POWERS. The purposes and powers of the Agency shall be as set forth in 858 of the General Municipal Law as amended from time to time.
- SECTION 4. MEMBERSHIP*. Any one or more of the members of the Agency may be an official or employee of the County of Tompkins. In the event an official or employee of the County shall be appointed as a member of the Agency, acceptance or retention of said appointment shall not be deemed a forfeiture of his municipal office or employment, or incompatible therewith or affect his

tenure or compensation in any way.

The Agency shall consist of (7) seven voting members each having one vote who shall be appointed by the Legislature of the County of Tompkins and who shall serve at the pleasure of said Board. Membership is to consist of no more than three (3) members of the Legislature; one (1) member of the TCAD Board of Directors, nominated by its Chair and confirmed by the IDA; one (1) elected municipal official; one (1) elected school district official; and one (1) at-large member.

All members shall be County residents. The membership as a group should have representatives from both urban and rural areas of the County and should embody skills that would complement the work of the Agency including substantial finance and/or business experience and experience in workforce and labor issues. In addition, the Agency will seek to have a diverse representative board including but not limited to race, gender, sexual orientation, disability and other legally protected classes.

The County Administrator, County Planning Commissioner, and County Finance Director shall serve as advisors to the Board.

SECTION 5. COMPENSATION. Members of the Agency shall receive no compensation for their services, but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.

SECTION 6. QUORUM. A majority of the members of the Agency shall constitute a quorum, provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained. For the passage of any resolution or motion at meetings of the Agency, a majority of the whole number is required to perform and exercise said power, authority, and duty.

SECTION 7. TERM LIMITS. Members of the Tompkins County Industrial Development Agency who are also members of the Tompkins County Legislature shall be appointed annually by the Chair of the County Legislature subject to the approval of the Legislature, and shall serve at the pleasure of the Legislature.

Non-Legislator board members shall be appointed for a term of two years, with no more than three successive terms, subject to the approval of such terms by the Legislature. A member shall continue to hold office and may be reappointed to successive appointments until his or her successor is appointed and has qualified.

SECTION 8. COMMITTEES. The Tompkins County Industrial Development Agency will have the following Committees: Advisory, Audit, and Governance.

Advisory: An Advisory Committee may be formed on an ad hoc basis when purposes arise and may consist of advisors including the Tompkins County Administrator, Tompkins County Chief Financial Officer, and the Tompkins County Commissioner of Planning.

Audit: The Audit Committee shall consist of at least three (3) members of the board with the chair of the committee being appointed by the chair of the board.

Governance: The Governance Committee shall consist of at least three (3) members of the board with the chair of the committee being appointed by the chair of the board.

ARTICLE III - OFFICERS

SECTION 1. OFFICERS. The officers of the Agency shall consist of a chair, a vice-chair, a secretary and a treasurer, who shall be voting members of the Agency.

SECTION 2. CHAIR. The Legislature shall designate the chair of the Agency. The Chair shall preside at all meetings of the Agency and, except as otherwise authorized by resolution of the Agency, shall sign all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chair shall submit such recommendations and information as (s)he may consider proper concerning the business affairs and policies of the Agency.

SECTION 3. VICE-CHAIR. The Vice-chair shall, in the absence of the Chair, fulfill the duties of the Chair.

- SECTION 4. SECRETARY. The Secretary shall maintain or cause to be maintained the records of the Agency, shall act as secretary of the meetings of the Agency, record or cause to be recorded all votes, keep or cause to be kept 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.
- SECTION 5. TREASURER. The Treasurer shall maintain or cause to be maintained all funds of the Agency and shall deposit or cause to be deposited same in the name of the Agency in such bank (s) as the Agency may select. The Treasurer shall sign or cause to be signed all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse said monies under the direction of the Agency. Except as otherwise authorized by Agency resolution, all such instruments of indebtedness, orders, and checks over \$20,000 shall be countersigned by the Chair. The Treasurer shall keep or cause to be kept 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.
- SECTION 6. 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, the bylaws of the Agency, or the rules and regulations of the Agency.
- SECTION 7. OFFICERS. All officers except the Chair of the Agency shall be elected at the annual meeting of the Agency and shall hold office for one year or until the successors are elected.
- SECTION 8. 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 9. ADMINISTRATIVE DIRECTOR. An Administrative Director may 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 Director shall be charged with the management of all projects of the Agency.

SECTION 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer of Tompkins County shall serve as the Chief Financial Officer of the Tompkins County Industrial Development Agency. Upon direction of the Treasurer, the Chief Financial Officer shall perform the duties of the Treasurer when needed.

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, including the Administrative Director, shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE IV - MEETINGS

SECTION 1. ANNUAL MEETING. The annual meeting of the Agency shall be held in January of each year at the regular meeting place of the Agency.

SECTION 2. MEETINGS. Meetings of the Agency may be held as needed.

SECTION 3. SPECIAL MEETINGS. The Chair of the Agency may, when (s)he deems it desirable, and shall upon the written request of two additional 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 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. ORDER OF BUSINESS. The following shall be the order of business at the regular meetings of the Agency:

- a. roll call
- b. reading and approval of minutes of previous meeting
- c. bills and communications
- d. report of the Treasurer
- e. reports of committees
- f. unfinished business
- g. new business
- h. adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

SECTION 5. MANNER OF VOTING. Voting on all questions coming before the Agency shall be by voice vote and the yeas and nays shall be entered in the minutes of such meetings.

ARTICLE V - AMENDMENTS

SECTION 1. AMENDMENTS TO BYLAWS. The Bylaws of the Agency shall be amended only with the approval of at least a majority of the members of the Agency at a regular or 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.

* The TCIDA Board approved the membership composition set forth in these bylaws to comply with the best practices recommended by the Public Authority Accountability Act. The Tompkins County Legislature, which is the appointing authority, has overruled this decision and therefore the membership composition is four members of the County Legislature, one TCAD Board representative, and two at large members.