



## BY-LAWS

### Section 1. NAME AND MISSION

**NAME:** The name of this organization shall be the Putnam County Economic Development Corporation (the "Corporation").

**INCORPORATION:** This organization is incorporated under the laws of New York as a Not-for-Profit Corporation.

**MISSION:** The mission of the Putnam County Economic Development Corporation is to promote balanced and sustained economic growth in Putnam County through the retention and nurturing of business already in the County, through recruiting and encouraging the movement of existing businesses into Putnam County, and by providing an environment conducive to the creation and development of new businesses in the County.

**LOCATION:** The principal office and place of business of the Corporation shall be located, as so established by resolution of the Board of Directors, within the County of Putnam.

### Section 2. ELECTION OF OFFICERS AND BOARD OF DIRECTORS; DUTIES OF DIRECTORS

A. The Putnam County Economic Development Corporation shall consist of and be governed by a Board of Directors. The Board of Directors of the Corporation shall consist of no less than seven (7) members nor more than fifteen (15) members, which number may be determined by the Board of Directors as it deems necessary to govern the affairs of the Corporation. For purposes of the election of Directors of the Corporation, there shall be two classes of Directors:

- a. Directors who are not Officers of the Corporation, and
- b. Directors who are Officers of the Corporation.

The following terms shall be applicable to the classes of Directors:

- c. Directors who are Officers – one year term.
- d. Directors who are not Officers – three year term.

A Director who is not an Officer shall be appointed to serve for a three (3) year term, subject to the provisions and limitations as set forth in Section 13 below. Officers shall be subject to annual election as Directors of the Corporation and shall serve for a period of one year.

The duties of the Board of Directors shall be to function as the policy making Board of the Corporation and set the direction of the Corporation. The Board shall choose annually, from amongst its members, a Chairman and a Vice-Chairman. If the Corporation does not retain the services of a paid Secretary-Treasurer, the Board of Directors may also choose from amongst its members, a Secretary and a Treasurer and provide that such individual(s) works without compensation, the three-year term for which such person has been elected shall not be modified. In the event that any such person becomes a paid Director of the Corporation, such person shall be subject to appointment as a Director in accordance with Section 2, paragraph A,c. In the event of a vacancy of a Director who resigns or who ceases to function as a Director, the Board of Directors may by a majority vote at a duly constituted Board meeting, elect a replacement Board member until the next annual meeting of the Corporation.

B. Duties of the Board of Directors:

a. The Board shall have the responsibility to appoint a President/CEO of the Corporation.

b. The Board shall have the responsibility of drafting, adopting and maintaining the by-laws of the Corporation, and to revise said by-laws as required from time to time.

c. The Board shall have the responsibility of approving and/or revising the annual budget submitted by the President.

d. The Board shall have the responsibility of being the policy making body of the Corporation.

e. The Board shall designate one or more depositories for all funds of the Corporation.

f. The Board shall have the responsibility to appoint a Chairman of the Corporation who shall act as Chairman of all meetings of the membership and Board of Directors.

g. The Board shall have the responsibility to appoint a paid or unpaid individual to serve as Chief Financial Officer.

h. The Board shall have the responsibility to appoint a paid or unpaid individual to serve as Secretary-Treasurer or two individuals from amongst its members, one to serve as Secretary and one to serve as Treasurer.

Section 3. DUTIES OF OFFICERS

A. PRESIDENT/CEO – The Corporation shall have as a Chief Executive Officer a President who shall be responsible for the day-to-day operations of the Corporation. The President shall be appointed by a majority of the Board of Directors and shall report to and be accountable to the Board of Directors.

a. The President shall have the responsibility of appointing any and all other employees of the Corporation as provided for in the budget (except for a paid Secretary-Treasurer whose appointment shall be subject to approval by the Board of Directors). Such person shall exercise supervision and control over all personnel and employees of the Corporation, including the Chief Financial Officer, Secretary, and Treasurer.

b. The President shall be the Chief Budget Officer of the Corporation and be responsible for the preparation of the annual operating budget.

c. The President, or in the President's absence, two other Officers, shall make, sign and implement all contracts on behalf of the Corporation within authorized appropriations, pursuant to the direction of the Board of Directors.

d. The President shall be responsible for formulating and devising the methods by which the mission of the Corporation shall be carried out.

e. The President shall be responsible for preparing a month written report for the Corporation's Board of Directors and the County Legislature's Economic Development Committee.

f. The President shall receive such compensation as may be established by the Board of Directors from time to time.

g. Must attend applicable State-approved training sessions regarding their legal, fiduciary, financial and ethical responsibilities of the Corporation.

h. Understand, review and monitor the implementation and operational decisions of the Corporation.

i. Will review and approve all Corporation audits and annual report submissions to the ABO. Every financial report must be certified by the CEO and CFO under Statute 2800 of the ABO Regulation.

j. Will assist the Chairman with any special assignments or projects needed to enhance the performance of the Corporation.

B. CHIEF FINANCIAL OFFICER

a. Must attend applicable State-approved training sessions regarding their legal, fiduciary, financial and ethical responsibilities of the Corporation.

b. Review and certify in writing that every financial report included in the annual report to the effect that based on your knowledge (i) the information provided is accurate, correct and does not include any untrue statements of material fact; (ii) does not omit any material fact which would cause the financial statements to be misleading; and (iii) fairly presents in all material respects the financial condition and results of operations of the Corporation..

c. Assist the executive of the Corporation in the development of annual budgets and subsequent updates.

d. Make disbursements of Corporation funds to employees and service providers based upon approved expenditure vouchers or employment agreements.

C. SECRETARY

a. The Secretary or his/her designee shall give notice of and attend all meetings and record minutes of all actions, discussions and correspondence.

b. The Secretary shall maintain a list of the current members of the Board of Directors.

c. The Secretary shall perform such duties usually incident to the office of Secretary of a corporation and such other duties as are assigned to the Secretary by the Board of Directors.

d. The Secretary shall be the keeper of the seal of the Corporation and shall be compensated on the basis established by the Board of Directors from time to time.

e. The Secretary shall report to the President and be accountable to the Board of Directors.

D. TREASURER

a. The Treasurer shall keep an account of the moneys received and expended for the use of the Corporation and within the budget shall make disbursements upon submission and verification of invoices approved by either the President or any member of the Board of Directors.

b. The Treasurer shall deposit all sums received in the bank, banks or trust companies approved by the Board of Directors and make a report to the Board of Directors on a

monthly basis, reflecting the income and disbursements of the Corporation or, when called upon to do so, by the Chairman of the Board or the Board of Directors.

c. The Treasurer shall further provide any and all reports as required by the Putnam County Legislature of the Economic Development Committee of the Putnam County Legislature.

d. The books and the records of the Corporation shall at all times be under the supervision of the Board of Directors and subject to its inspection and control.

e. At the expiration of the Treasurer's term in office, such person shall deliver to such person's successor all books, moneys and other property, or in the absence of a Treasurer-elect, to the Chairman of the Board.

f. The Treasurer shall perform the customary duties of the office of Treasurer of a corporation and such duties as are assigned by the Board of Directors or the Chairman of the Board.

g. The Treasurer and the Secretary may be the same individual and if one person serves in both capacities, no addition compensation shall be payable for the duties of Treasurer as a result of such dual role.

h. The Treasurer shall report to the President and be accountable to the Board of Directors.

#### Section 4. ADOPTION OF THE ANNUAL BUDGET

A. The fiscal year of the Corporation shall be January 1 through December 31.

B. By no later than the first day of September of each calendar year, the President shall prepare a tentative budget for the ensuing calendar year. The tentative budget shall include such information and details as may be requested by the Board of Directors.

C. The Secretary of the Board of Directors, upon receipt of the tentative budget, shall transmit a copy of said tentative budget to each member of the Board of Directors.

D. The Board of Directors shall approve, with modifications as necessary, the tentative budget. The budget will become the "Adopted Budget" upon the majority vote of the Board of Directors, subject to the approval of same by the County Legislature of the County of Putnam.

E. Any expenditures in excess of \$2,500.00 which are not set forth in the Adopted Budget will be authorized by a majority vote of the Board of Directors.

Section 5. AMENDMENTS

These by-laws may be amended, repealed or altered in whole or in part, by a vote of two-thirds ( $66\frac{2}{3}$  %) of the appointed number of Directors at any regular meeting of the Board of Directors or any special meeting called for such purpose at which a quorum is present, provided that the purpose of the amendments, alterations, or repeals, shall be stated in the call for the meeting at which they are to be considered. Any amendment approved in accordance with this Section 5 will take effect immediately. Proxies will be permitted for votes under this section, but such proxies will not count toward a quorum.

Section 6. QUORUM OF THE BOARD OF DIRECTORS

A minimum of 50% of the current appointed Directors shall constitute a quorum of the Board of Directors.

Section 7. NOTICE

There shall be not less than five (5) days notice to Directors for a regular meeting. At the call of the President or Chairman, a special meeting may be called on forty-eight (48) hours notice. Such special meeting may be held in person or by telephone communication. A telephone meeting of the Board of Directors shall constitute a valid meeting. The same quorum requirements shall apply. Notices of any Board meetings, signed by the Secretary or his/her designee, shall be mailed to the last recorded address of each Director or sent to each Director by electronic communication.

Section 8. MEETING ATTENDANCE

Any Board member who has missed 50% of the yearly scheduled meetings within a twelve (12) month period due to unexcused absences shall be deemed to have resigned and may be replaced by the remaining member of the Board of Directors, at their discretion.

- A. "Unexcused Absences" shall not include absences excused by the President or Chairman of the Board for just and sufficient cause.
- B. If the event any Board member cannot attend a meeting there is a conference call option available to them by dialing (712) 775-7031, followed by 945-598-447 when prompted followed by the pound sign (#).
- C. In the event any Board member has three consecutive absences within a twelve (12) month period, the Board may consider the removal of such Board member from office for just and sufficient cause.

Section 9. MEMBERSHIP

The Membership shall consist of the Board of Directors determined as of the date hereof and thereafter as of the day before the date set for the annual membership meeting.

Section 10. ATTENDANCE AT MEETINGS OF MEMBERSHIP AND BOARD OF THE DIRECTORS

The County Executive, the Chairman of the Putnam County Economic Development Committee of the Putnam County Legislature and any member of the Legislature of the County of Putnam shall be entitled to attend all meetings of the Corporation, except any Executive Session of the Corporation, unless permitted by the Chairman of the Board of Directors.

A. Meeting of the Board of Directors:

a. The annual meeting of the Corporation shall be held one (1) hour prior to the monthly Board meeting of the Corporation held in the month of January in each year, or as soon thereafter as may be practicable, at the offices of the Corporation, 40 Gleneida Avenue, Carmel, New York 10512, or at such other place as may be designated from time to time by the Board of Directors. The purpose of the annual meeting shall be for receiving the annual report of Officers, Directors and committees and the transaction of all business which may come before the meeting. Notices of such annual meetings, signed by the Secretary or his/her designee, shall be sent at least ten (10) days prior to and not more than forty (40) days before the time appointed for the meeting. All notices of annual meetings shall set forth the place, date, time and purpose of the meeting.

b. Special meetings of the Board of Directors may be called by the Chairman of the Board or the Board of Directors, at their discretion, on not less than 48 hours notice. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Directors.

c. In addition to the annual meeting held by the Board of Directors, the Board of Directors shall hold regular meetings throughout the year to be scheduled not less frequently than quarterly. The Board may increase the number of meetings in its sole discretion as it deems necessary.

Section 11. COMMITTEES AND ADVISERS

A. The Board of Directors at any regular meeting may establish from time to time, such committees as it shall deem appropriate, which committees may consist of members of the Board of Directors or persons who are not members of the Board of Directors and who shall serve for the purpose of advising the Board of Directors on any action that the committee is charged to examine, make recommendations about or to study. Such committees shall serve at the pleasure of the Board of Directors and upon completion of the function of such committee or the particular assignment of such committee such committee shall be deemed to be disbanded.

B. The Board of Directors shall have the right to appoint such advisers as it may deem appropriate and who may be requested to utilize their unique skills and abilities to advise the Board of Directors on any subject which the Board of Directors seeks input about or deems relevant to the mission of the Corporation.

C. Audit Committee – shall be comprised of at least three (3) non-Officer Directors of the Corporation, appointed by the Chairman of the Board with the approval of the Board of Directors, with the following contingencies:

- a. Has not been employed by the Corporation or an affiliate in an executive capacity.
- b. Has not received remuneration from the Corporation for goods or services in excess of \$15,000 in the past two years.
- c. Is not a relative or an employee of an executive of the Corporation or affiliate.
- d. Will seek to learn or become familiar with corporate and financial accounting practices.
- e. Will recommend the hiring of an independent accounting firm to conduct the annual independent audit.
- f. Will establish compensation to be paid to the accounting firm selected.
- g. Will oversee the performance of the audit.

D. Governance Committee – shall be comprised of three (3) non-Officer Directors of the Corporation, appointed by the Chairman of the Board with the approval of the Board of Directors, under Section 18 of the Public Authorities Act of 2006.

- a. Shall keep the board informed of current best governing practices as established by State statutes.
- b. Shall update the Corporation governing principles and bylaws.
- c. Shall advise the Board of Directors of the skills and experiences required of the membership in order to properly function as a member of the committee. Formal training should be in regards to their legal, fiduciary, financial and ethical responsibilities.
- d. Regularly examine actions taken by the Corporation to ensure compliance with established policies, procedures and guidelines of the Corporation.
- e. May establish special committees to investigate and govern ethical, legal or other matters which might arise for Board consideration.

Section 12. NOMINATION OF OFFICERS AND DIRECTORS



A. The nomination of Officers and Directors of the Corporation shall be made by a nominating committee consisting of three (3) non-Officer Directors of the Corporation. The nominating committee shall be appointed by the Chairman of the Board with the approval of the Board of Directors. The nominating committee shall report to the Directors their nominations by regular mail or electronic communication not later than the meeting of the Board of Directors preceding the month in which the annual meeting of the Corporation is held.

B. Nominations may also be made from the floor provided that such nomination is duly seconded by at least two other Directors.

Section 13. QUALIFICATIONS (AND TERM LIMITS) OF OFFICERS AND DIRECTORS

A. In order to be eligible to serve as a Director of the Corporation, an individual must be either a resident of, be employed or provide services within the County of Putnam.

B. Beginning January 1, 2003, a person who is not a compensated Officer of the Corporation shall be permitted to serve as a Director of the Corporation for a maximum of four consecutive three-year terms. Any time served as a Director prior to January 1, 2003 shall not count toward any term limit. In order to be thereafter eligible to serve once again as a Director, an individual shall be required to have not been a member of the Board of Directors for at least one full calendar year.

C. If a Director is serving out the remainder of a term by interim appointment, such interim service shall not be included toward such twelve (12) year service.

D. In the event a Director is appointed to a new director position as permitted under these By-Laws, the end of the term of such Director shall be set forth by the Directors, which term must end on December 31, and may not be longer than three years.

**Approved: January 9, 2017**