

PUTNAM COUNTY ECONOMIC DEVELOPMENT CORPORATION

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 (PCEDC) is to drive the economic vitality of Putnam County by working to attract appropriate new businesses, to broaden the County's tax base, to retain and grow employment opportunities within the County and to enhance the quality of life for residents. The PCEDC acts as a facilitator, bringing together businesses, government agencies and other stakeholders.

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

C. Qualifications of Directors:

a. Each Director shall be at least eighteen (18) years of age, and shall be either a resident of Putnam County, New York, or employed/working in Putnam County, New York for a period of not less than one (1) year prior to such director's election or appointment to the Board.

Section 3. DUTIES OF OFFICERS

A. PRESIDENT/CEO - The Corporation shall have as a Chief Executive Officer a President who shall:

a. 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. 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.

c. be the Chief Budget Officer of the Corporation and be responsible for the preparation of the annual operating budget.

d. 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.

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

f. be responsible for preparing a monthly written report for the Corporation's Board of Directors and the County Legislature's Economic Development Committee.

g. receive such compensation as may be established by the Board of Directors from time to time.

h. The President must attend applicable State-approved training sessions regarding their legal, fiduciary, financial and ethical responsibilities of the Corporation.

i. The President must understand, review and monitor the implementation and operational decisions of the Corporation.

j. The President 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.

k. The President will assist the Chairman with any special assignments or projects needed to enhance the performance of the Corporation.

B. TREASURER - The Corporation shall have a Treasurer who shall:

a. be appointed by a majority of the Board of Directors and shall report to and be accountable to the Board of Directors.

b. keep an account of the monies 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 authorized members of the Board of Directors,

c. deposit all sums received in the banks approved by the Board of Directors and make a report to the Board of Directors on a periodic 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,

d. perform the customary duties of the Office of the Treasurer of a corporation and such duties as are assigned by the Board of Directors or the Chairman of the Board,

e. review and certify in writing that every financial report included in the annual report, based on their knowledge (i) 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.

f. assist the executive(s) of the Corporation in the development of annual budgets and subsequent updates, and

g. provide any and all reports as required by the Putnam County Legislature of the Economic Development Committee of the Putnam County Legislature.

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

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

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

C. **SECRETARY** - The Corporation shall have a Secretary who shall:

a. give notice of and attend all meetings and record minutes of all actions, discussions and correspondence,

b. maintain a list of the current members of the Board of Directors,

c. 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. 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, and

e. 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.

Section 5. AMENDMENTS TO BY-LAWS

These By-Laws may be amended, repealed or altered in whole or in part, by a vote of two-thirds (66 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 OF MEETINGS

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 of 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 members 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 will be a conference call option available to them.
- C. In the event any Board member has three (3) 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 of each year, or as soon thereafter as may be practicable, at the offices of the Corporation, 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 the Officers, Directors and Committees and

the transaction of all business which may come before the meeting. Notices of such annual meetings 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 forty-eight (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 shall be deemed to be disbanded. The President shall be a member, ex-officer of all committees.

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.

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 (2) 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. 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 (4) consecutive three-year (3) terms. 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 (3) years.

Section 14. CORPORATE SEAL

The Corporate Seal of this Corporation shall have engraved thereon: Economic Development Corporation of Putnam County.

Section 15. FISCAL YEAR

The fiscal year shall be from January 1 to December 31.

Section 16. DISSOLUTION

In the event of a dissolution of the Corporation, its net assets shall be distributed in accordance with state and federal law.

Section 17. INDEMNIFICATION & INSURANCE

A. Indemnification. To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if: (i) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (ii) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

B. Expenses. The Corporation may pay expenses as incurred by any person described in Section 2 of this Article in connection with any action, suit, proceeding or inquiry described in Section 2; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

C. Insurance. The Corporation may purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs as a result of its indemnification of directors, officers, employees and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

Section 18. MISCELLANEOUS

If any provision of these By-Laws is found to be improper or invalid, that provision shall be considered null and void and all remaining provisions shall remain in effect.

Revisions adopted unanimously by the Board on January 14, 2020