

**CORPORATE BY-LAWS FOR
THE CATTARAUGUS COUNTY ECONOMIC SUSTAINABILITY AND GROWTH CORPORATION**

ARTICLE I - NAME AND TYPE

Section 1.1 The name of the organization shall be the Cattaraugus County Economic Sustainability and Growth Corporation. The organization was incorporated by the filing of a Certificate of Incorporation with the Secretary of State for the State of New York on April 10, 2015. The corporation was incorporated pursuant to Section 201 of the Not-for-Profit Corporation Law, as a Type C corporation. The corporation will apply for recognition as an exempt corporation pursuant to Section 501c(3) of the Internal Revenue Code.

ARTICLE II - PURPOSES

Section 2.1 The general purposes of the corporation are the planning and implementation of programs, projects and activities designed to create or stimulate economic and community development in the County of Cattaraugus, New York and reduce the burden of government by:

- (a) Assisting the private sector in the creation of employment opportunities for County residents, particularly those employment positions that pay a living wage, offer health, retirement, and other employee benefits, and provide skills training.
- (b) Encouraging the environmental remediation and reuse of contaminated property;
- (c) Promoting the development of land use policies designed to encourage development and preserve neighborhoods, including the operations of the Cattaraugus County Land Bank Corporation;
- (d) Encouraging and supporting the development and maintenance of municipal infrastructure, recreational facilities, and other public facilities and services that support businesses and residential neighborhoods; and
- (e) Undertaking any other activities that affect the general purposes of the Corporation.

ARTICLE III - CONFLICT OF INTEREST

Section 3.1 Conflict of Interest

No person who is a member of the Board of Directors or an officer, or an employee of the corporation shall participate in the exercise of their duties if the same would constitute or appear to constitute a conflict of interest.

ARTICLE IV – MEMBERSHIP

The County of Cattaraugus, New York (the "County"), acting by and through its County Legislature, shall be the sole Member of the Corporation.

ARTICLE V - BOARD OF DIRECTORS

Section 4.1 General Powers

The corporation shall be managed by its Board of Directors, which shall have full power by majority vote of Directors attending a meeting, to adopt rules and regulations governing the actions of the corporation and the Board of Directors. The Board of Directors shall ensure that the corporation adheres to the basic purposes of the corporation as set forth in Article II.

Specific responsibilities include, but are not limited to; initiating, recommending, and adopting the organization's policies, serving on corporate committees if formed; planning and approving new budgetary and programmatic directions; appointing and evaluating the performance of the Executive Director, as needed.

Section 4.2 Prohibitions

The Board of Directors shall enforce the following prohibitions:

- (a) No part of the net income of the corporation shall inure to the benefit of any person on the Board of Directors, no officer and no member of the corporation.
- (b) The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 4.3 Number, Term and Composition of the Board of Directors

The Board shall be comprised of nine (9) directors all of whom shall serve ex officio, as follows:

1. The Chairperson of the County Legislature;
2. The Vice-Chairperson of the County Legislature;
3. The Majority Leader of the County Legislature;
4. The Minority Leader of the County Legislature;
5. The Assistant Minority Leader of the County Legislature;
6. The County Director of Economic Development and Planning;
7. The County Treasurer;
8. The County Director of Real Property Services; and
9. The County Administrator.

Section 4.4 Vacancies, Removal and Resignation of Directors.

A vacancy on the Board shall be filled in the same manner as the original appointment. All directors serve ex officio. They may not, therefore, be removed by action of the Board. Any directorship shall be deemed vacant effective on the date of a director's removal, resignation or retirement from the office or other position of employment with the County which entitled him/her to serve as a director. No director may resign from the Board unless he/she concurrently resigns his/her position of employment with the County.

Section 4.5 Action of the Board.

A. A majority of the members of the Board, not including vacancies, shall constitute a quorum for the conduct of business. All actions of the Board shall be approved by the affirmative vote of a majority of the members of the Board present and voting; provided, however, that no action of the Board shall be authorized on the following matters unless approved by a majority of the total Board membership:

- (1) adoption of by-laws and other rules and regulations for conduct of the Corporation's business;
- (2) hiring or firing of any employee or contractor of the Corporation. This function may, by majority vote of the total Board membership, be delegated to a specified officer or committee of the Corporation, under such terms and conditions, and to the extent, that the Board may specify;
- (3) the incurring of debt;
- (4) adoption or amendment of the annual budget; and
- (5) acquisition, sale, lease, encumbrance, or alienation of real property, improvements, or personal property.

B. Any one or more members of the Board or any committee thereof may participate in meetings by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. [§708(c)]

C. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. [§708(b)]

Section 5. Meetings.

The annual meeting shall be held prior to March 1. The Board shall meet in regular session according to a schedule adopted by the Board, and shall also meet in special session as determined by the Chairman or upon written notice signed by a majority of the Directors.

Section 6. Service by Public Officers and Employees as Directors.

Any public officer shall be eligible to serve as a Director and the acceptance of the appointment shall neither terminate nor impair such public office. Any municipal employee or appointed officer shall be eligible to serve as a Director.

Section 7. Compliance with Open Meetings Law and Freedom of Information Law.

The Board and the Corporation shall comply with the provisions of the New York Open Meetings Law and the New York Freedom of Information Law.

Section 8. Compensation.

Board members shall serve without compensation. The Board may reimburse any member for expenses actually incurred in the performance of duties on behalf of the Corporation.

Section 9. Order of Business

The order of business for all meetings of the Directors shall be as follows:

1. Roll call
2. Reading or minutes of the preceding meeting for review and approval
3. Committees' Reports
4. Old Business
5. New Business
6. Adjournment

ARTICLE VI- OFFICERS AND STAFF

Section 1. Officers.

The members of the Board shall select annually from among themselves a Chairman, a Vice-Chairman, a Treasurer, a Secretary, and such other officers as the Board may determine, and shall establish their duties.

Section 2. Counsel and Staff.

The County Attorney shall serve as Counsel to the Corporation and may assign assistants to advise and represent the Corporation. The Corporation may employ a secretary, an executive director, and such technical experts, and such other agents and employees, permanent or temporary, as it may require, subject to the approval of the County Legislature, and may determine the qualifications and fix the compensation and benefits for such positions. The Corporation may also enter into contracts and agreements with municipalities for staffing services to be provided to the Corporation.

Section 3. Removal of Officers.

Any officer may be removed by the Board with or without cause at any time.

Section 4. Resignation.

Any officer may resign his or her position as an officer at any time by giving written notice to the board or to the Chairman. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 5. Chairman.

The Chairman shall preside at all meetings of the Board at which the Chairman is present. The Chairman shall execute all agreements, contracts, deeds, and any other instruments of the Corporation. At each meeting, the Chairman shall submit recommendations and information as he or she may consider proper concerning the business, affairs, bonds, notes, loans, projects and facilities of the Corporation, the economic benefits to be conferred on project applicants and occupants, and the policies of the Corporation. Nothing in this provision shall be construed as granting the Chairman the exclusive to bring matters before the Corporation for consideration.

Section 6. Vice-Chairman.

In the absence or incapacity of the Chairman, or if the office of the Chairman be vacant, the Vice-Chairman shall preside at all meetings of the Board, and shall perform the duties and exercise the powers of the Chairman, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice-Chairman shall have such powers and shall perform such other duties as may be assigned by the Board or the Chairman.

Section 7. Treasurer.

The Treasurer shall oversee the finances of the corporation and shall review all the books and accounts of the corporation and shall ensure the proper deposit of all funds in the name of and to the credit of the corporation in such banks, trust companies or other depositories as shall be selected by the Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

ARTICLE VII – CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board, except as in these by-laws and Article 16 of Not-for-Profit Corporation Law otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these by-laws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to tender it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

Section 3. Signing of Checks, Drafts, Etc.

The Chairman and Treasurer are authorized to issue and sign (two {2} signatures required) checks, drafts or other evidence of indebtedness of the Corporation to pay corporate obligations. The Board may adopt such resolutions as may be appropriate to authorize one or more officers to sign, without requiring any other signature, payroll checks and checks in amounts up to \$500.00 to pay corporate obligations incurred in the ordinary course of business, and to authorize the officers to open checking accounts and to issue and sign checks without reference in such resolutions to the purposes of such accounts and checks.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or in the absence of such selection by the Board, as the Treasurer.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that such person or his testator or intestate is or was a director or officer of the Corporation, or (to the extent not indemnified thereby) served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation in the capacity of officer or director in the case of actions in the right of the Corporation and in any capacity in the case of all other actions, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, in the manner and to the full extent allowed by the Not-for-Profit Corporation Law, provided that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition. The Corporation is authorized to the full extent allowed by the Not-for-Profit Corporation Law to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of the Not-for-Profit Corporation Law, to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of the Not-for-Profit Corporation Law, and to indemnify the directors and officers in instances in which they may not otherwise be indemnified under the provisions of the Not-for-Profit Corporation Law. [§§722, 723]

ARTICLE IX – FISCAL YEAR

The fiscal year of the Corporation shall start January 1 and expire December 31.

ARTICLE X – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern. Nothing in these by-laws shall be construed to limit the powers or duties conferred upon the Corporation by the New York Not-for-Profit Corporation Law or any other applicable provision of law.

ARTICLE XI – AMENDMENT

These by-laws may be amended by the affirmative vote of a majority of the entire Board of directors. Any by-law adopted by the Board may be amended or repealed by the Member. At least seven (7) days written notice of the proposed amendment must be provided to the member prior to adoption.



Secretary

Date Adopted: May 8, 2015