

**BY LAWS
OF
TOWN OF ERWIN INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

- Section 1.** **Name:** The name of the Agency shall be “Town of Erwin Industrial Development Agency” (Agency).
- Section 2.** **Office of Agency:** The office of the Agency shall be at 310 Town Center Road, Painted Post, New York 14870, but the Agency may have other offices at such other places as the Agency may from time to time designate by Resolution.

**ARTICLE II
AGENCY BOARD MEMBERS**

- Section 1.** The Agency shall consist of not less than five (5) nor more than seven (7) Agency Board members. The membership of the Agency shall consist of five members who serve by virtue of their office as members of the Board of the Town of Erwin. The other two members shall be appointed by the Agency Board members.
- Section 2.** Each Agency Board member shall enjoy a term of office congruent with the term of office by virtue of which they derive their membership on this Agency. Any Agency Board member not so appointed shall serve a term of four years. Each Agency Board member shall continue to hold office until his/her successor is appointed and has qualified.
- Section 3.** **Chairman.** The Chairman of the Agency shall preside at all meetings of the Agency. The Chairman shall sign all agreements, contracts, deeds and any other instruments on behalf of the Agency, except as otherwise authorized or directed by resolution of the Agency. The Chairman shall submit his/her recommendations and such information, as he/she shall deem pertinent concerning the business matters and policies of the Agency at such meeting.
- Section 4.** Members of the Agency Board appointed on or after January 13, 2006 shall participate in State approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the Agency. Further, each Agency Board member appointed after January 13, 2006 shall execute a certificate of

independence pursuant to subdivision 2 of Section 2825 of the PAL. Such certificate shall be executed in substantially the form attached hereto as Exhibit A.

Section 5. Members of the Agency Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

Section 6. Members of the Agency Board shall file annual financial disclosure statements with the Chief Executive Officer of the Agency. The annual financial disclosure statements so filed shall be substantially in the form attached hereto as Exhibit B, or such other form of statement as may be adopted and approved by the Agency.

Section 7. Notwithstanding any provision of any general, special or local law, municipal charter or ordinance to the contrary, the Agency shall not directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to any Agency Board member nor any officer nor employee of the Agency.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the Agency shall be the Chief Executive Officer.

Section 2. Chief Executive Officer (CEO). The CEO shall not be an Agency Board member. The CEO shall perform the day-to-day functions of the Agency as directed by the Agency Board. He/she shall keep all records of the Agency; shall act as Secretary at the meetings of the Agency; shall keep a record of all votes there at. He/she shall record the proceedings of the Agency Board in a journal of proceedings to be kept for such purposes. The CEO shall deposit all such funds in the name of the Agency in such bank or banks as the Agency may designate. He/she shall sign all instruments of indebtedness, orders, and checks for the payment of money by the Agency pursuant to the direction of the Agency Board. In the absence of the Chief Executive Officer, the Chairman may have signing authority. The CEO shall keep regular books of accounts showing all receipts and expenditures.

Section 3. 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 Board, by its By Laws, or by its rules and regulations.

Section 4 . Appointment of Officers. All officers of the Agency shall be appointed at the annual meeting of the Agency. Officers shall hold office for one year or until their successors are appointed.

Section5. Vacancies. Should any office become vacant, the Agency Board shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

ARTICLE IV ADDITIONAL PERSONNEL

Section 1. 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 Board subject to the laws of the State of New York.

ARTICLE V MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Agency Board shall be held no later than the 10th day of January at such places as the Agency Board shall designate, or at such other time as the Agency Board from time to time shall agree upon.

Section 2. Regular Meetings. Regular meetings of the Agency Board may be held at such times and places as from time to time may be determined by the Agency Board.

Section 3. Special Meetings. The Chairman of the Agency may when he/she deems it desirable, and shall upon the written request of two (2) members of the Agency Board, call a special meeting of the Agency Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Agency Board member, or may be sent via email or mailed to the business or home address of each Agency Board member at least two (2) days prior to the date of such special meeting. Waivers of notice may be signed by any Agency Board member 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 Agency Board members are present at a special meeting, with or without notice thereof,

and are all agreeable thereto, any and all business may be transacted at such special meeting.

Section 4. Executive Sessions. When determined by the Agency Board that any matter pending before it is confidential in nature, it may, upon its own motion establish an executive session and exclude non-members from such session.

Section 5. Quorum. At all meetings of the Agency Board, a majority of the members of the Agency Board shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or, until the quorum is obtained.

Section 6. Resolutions. All resolutions shall be in writing and shall be recorded in the journal of the proceedings of the Agency Board.

Section 7. Manner of Voting. The voting on all questions coming before the Agency Board 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 taken by ballot. Any action of the Agency shall be binding upon determination by a majority of the entire membership of the Agency.

ARTICLE VI AMENDMENTS

Section 1. Amendments to By-Laws. The by-laws of the Agency may be amended with the approval of a majority of all the members of the Agency Board at a regular meeting or, at a special meeting called for that purpose; but, no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all Agency Board Members.

EXHIBIT A

**TOWN OF ERWIN INDUSTRIAL DEVELOPMENT AGENCY
CERTIFICATE OF INDEPENDENCE FOR MEMBERS APPOINTED ON OR AFTER
JANUARY 1, 2008**

The undersigned, having been appointed to serve as a member of the Town of Erwin Industrial Development Agency (the “Agency”) on or after January 1, 2008 hereby certifies, pursuant to Subdivision 2 of Section 2825 of the Public Authorities Law, as follows:

He or she is not and in the past two (2) years, has not been employed by the Agency, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Agency, or received any form of financial assistance valued at more than \$15,000 from the Agency.

He or she is not a relative of an executive officer or employee in an executive position of the Agency or an affiliate.

He or she is not and in the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decision, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

**IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the ____
_____ day of _____, 2008.**

SIGNATURE

EXHIBIT B

ANNUAL STATEMENT OF FINANCIAL DISCLOSURE

FOR YEAR: _____

(please print information)

Last Name: _____ First Name: _____ Middle Initial _____

Title _____ Department or Agency _____

Work Address _____ Telephone Number _____

(If the answer to any of the following questions is “none” please so indicate).

- 1. Real Estate Ownership.** List the address of each piece of property that you, your spouse, or other relative own or have a financial interest in. List only real estate that is in the Town of Erwin, or within one mile of the boundary of the Town of Erwin. “Relative” means your spouse, dependent child, or dependent stepchild.

Name of Family Member	Relationship to You	Address of Real Estate	Type of Investment

- 2. Your outside employer or business.** List the name of any outside employer or business from which you receive compensation for services rendered or goods sold or produced or of which you are a member, officer, or employee. Also, include an entity in which you have an ownership interest; except a corporation of which you own less than five percent of the outstanding stock. Identify the type of business, such as a partnership, corporation, self-employment, or a sole proprietorship and list your relationship to the employer or business (i.e.-owner, partner, officer, director, member, employee or shareholder.)

Name of Employer or Business	Nature of Business	Type of Business e.g.-partnership, etc.	Your relationship

- 3. Your spouse's employer or business.** List the information in question 3 for your spouse.

Name of Employer or Business	Nature of Business	Type of Business e.g.-partnership, etc.	Your relationship

- 4. Other Agency Board Positions.** List any office, trusteeship, directorship, partnership or other position in any business, association, proprietary, or not-for-profit organization for you, your spouse and your dependent children, if any, and indicate whether these businesses are involved with the Town of Erwin Industrial Development Agency in any manner.

Family Member	Position	Organization

- 5. Interest in contracts.** Describe any interest of you, your spouse, or your dependent children, if any, in any contract involving the Town of Erwin Industrial Development Agency.

Family Member	Contract description

DATE: _____

SIGNED: _____

**REMIT TO:
TEIDA CHIEF EXECUTIVE OFFICER
310 TOWN CENTER ROAD
PAINTED POST, NY 14870**

I HEREBY CERTIFY THAT I HAVE READ AND ACCEPT THE TOWN OF ERWIN INDUSTRIAL DEVELOPMENT AGENCY’S CODE OF ETHICS.

SIGNED: _____

DATE: _____