

Lewis County Development Corporation

A Local Development Corporation

BYLAWS

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ARTICLE I
NAME OF ORGANIZATION

1. NAME

The name of this organization shall be Lewis County Development Corporation. It may be referred to as "LCDC" throughout these Bylaws.

2. ORGANIZATION

Lewis County Development Corporation is a private, non-profit corporation. LCDC is a Local Development Corporation pursuant to the Not-for-Profit Corporation Law of the State of New York, sec 1411. The Corporation has filed a Certificate of Incorporation as required by the State of New York. The Board of Directors of the Corporation is required to act in accordance with the Certificate of Incorporation; which includes the development of and adherence to Bylaws of the Corporation. Notwithstanding any other provision of these Bylaws, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literacy, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code as amended. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE II
PURPOSE OF ORGANIZATION

1. MISSION STATEMENT

The mission of the Lewis County Development Corporation is to drive economic prosperity in Lewis County through innovative property development, strategic funding initiatives for business development and transparent community collaboration.

2. THE KEY WORK FOR WHICH THIS CORPORATION HAS BEEN ORGANIZED ARE:

- Engage in new and adaptive reuse projects that facilitate property & site developments, supporting the growth of small to medium sized businesses.
- Further enhance our ongoing efforts in developing and administering loan and grant programs to foster the growth of businesses in Lewis County.

- Engage in collaborative conversations and partnerships with municipalities and communities, prioritizing transparency and gaining support, to collectively achieve goals and advance positive economic development for the Lewis County community.
- Engage in strategic conversations about our Key Work.

3.

A. SERVICE AREA

The service area covered by LCDC shall be the whole of Lewis County, New York.

ARTICLE III
BOARD OF DIRECTORS

1. MEMBERSHIP

The business of this corporation shall be conducted by a Board of Directors whose membership shall be not less than three (3) and not to exceed nine (9) persons, where optimum size shall be seven to nine. Members of the Board shall be selected from three sectors of the community; (A) Public Officials, (B) Representatives of various geographic areas of Lewis County and (C) Other community interests, including successful entrepreneurs, representatives of small and large business including agribusiness or manufacturing, representatives of the professions, including banking, legal, accounting, and so on; known as the private sector. Membership shall be divided among the three (3) sectors with no group having more representatives than those from sector (C). Additionally, diversity in backgrounds, skill sets, ages, gender and race should be sought.

2. TERMS OF OFFICE

Members of the Board of Directors from all sectors shall serve a term of three (3) years and may be re-elected to consecutive terms. Note that any public officials shall serve on the Board only so long as they hold that office.

3. VACANCIES

Vacancies occurring on the Board of Directors may be filled only in the manner consistent with the methods of appointment/selection/election according to the particular sector as described earlier in this section.

4. REMOVAL OF A BOARD MEMBER

A member of the Board of Directors may be removed for failing to attend three consecutive meetings of the Board of Directors without valid cause. The Board of Directors may recommend a member's dismissal from the Board for cause. Any member thus charged may request a hearing before the entire board and be represented by counsel. Said hearing will be conducted by the Chairperson of the Board of Directors with a quorum present and shall operate under rules adopted by the Board which take into consideration the best interests of the corporation.

5. INDEMNIFICATION

The Corporation, to the extent legally permissible, indemnifies and holds harmless its Board members, officers, contracted employees, and agents for acts, errors, and omissions against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable

belief that such action was in the best interests of the corporation

6. CONFLICT OF INTEREST

The Board shall pass resolutions which define conflict of interest and set forth policies which members of the Board must comply with. Conflict of interest shall be as defined in New York State Not for Profit Corporation laws. The appearance of a conflict of interest shall be avoided by members of the Board. Full disclosure of any real or apparent conflict of interest must be made by any Board member to the whole Board of Directors. Board members shall recuse themselves from any vote, resolution, or action proposed by the Board where the Board member shall disclose a real or apparent conflict of interest. It shall be, finally, the sole decision of the Board of Directors as to whether or not a real or apparent conflict of interest exists with any individual Board member. The Board or any member thereof may seek an advisory opinion of the Lewis County Board of Ethics in any matter where the question of a conflict of interest may arise.

ARTICLE IV
OFFICERS OF THE BOARD OF DIRECTORS

1. OFFICERS

The Officers of the Board of Directors shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer.

2. ELECTIONS

The officers shall be elected at the Annual Meeting of the Board of Directors for a two (2) year term, with Chairperson and Secretary elected in one year, and Vice-Chairperson and Treasurer elected in the next year; so as to stagger the terms of office.

3. TERMS

No officer shall hold the same office for more than three (3) consecutive terms.

4. CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Directors and at all meetings of the Executive and Governance Committee. The Chairperson's duties shall also consist of:

- Present at the Annual Meeting of the Corporation an Annual Report of the work of the Corporation.
- See that all books, reports and certificates as required by law are properly kept or filed.
- Appoint all committees, temporary or permanent, and designate the chairperson.
- Exercise such other powers as may be reasonably construed as belonging to the Chairperson of the Board.

5. VICE-CHAIRPERSON

The Vice-Chairperson shall perform the Chairperson's duties in that person's absence or

assume the powers of Chairperson in the event of the Chairperson's inability to discharge the duties of the office or their resignation. The Vice-Chairperson shall perform such duties as the Board of Directors may from time to time determine.

6. SECRETARY

The Secretary shall ensure the minutes and records of the Corporation are kept, and shall ensure all notices to members of the Corporation are provided.. The Secretary shall also ensure the following are accomplished:

- File any and all certificates of the Corporation as required by any institute, Federal or State.
- Be the official custodian of all records and any other appropriate books/papers of the Corporation.
- Shall see that all communication sent to the Corporation is presented to the Board of Directors, and shall be responsible for all correspondence of the Corporation on behalf of the Board of Directors.
- The Secretary may delegate the tasks related to all the above to employee(s).

7. TREASURER

The Treasurer shall have the responsibility for the funds and securities of the Corporation and shall be empowered to sign checks for the Corporation. The Treasurer shall ensure the financial reports to the Board of Directors are rendered..

8. VACANCY

Should a vacancy occur in the office of Chairperson, the Vice-Chairperson shall complete the term of the Chairperson. A vacancy in the offices of Vice-Chairperson, Secretary, or Treasurer shall be filled by a special election at a regular meeting of the Board of Directors, with written notice of the election ten (10) days in advance. The Board member elected to fill the vacancy shall also complete the term of the person vacating the office.

9. NON-COMPENSATION

No officer shall for reason of his/her office be entitled to receive any salary or compensation.

10. OFFICER LIMITATION

No officer shall hold more than one office at a time.

11. NOMINATION ELECTION

Officers to be elected at the Annual Meeting of the Board of Directors may be nominated either by the Nominating Committee, or by a nomination from the floor in accord with Roberts' Rules of Order. Election shall be by a plurality of the votes cast.

ARTICLE V
POWERS AND RULES OF THE BOARD OF DIRECTORS

1. POWERS AND DUTIES

- A. The Board of Directors shall have the power to hire and to terminate the employment of the Executive Director, who will serve at the pleasure of the Board.
- The Board may hire an Executive Director or Chief Executive Officer by the method best suited to the situation of the moment. If it is an anticipated event, the Chair of the Board shall appoint a search committee, which shall include the Chair, and a selection process shall be used that will best enable the Board to make a selection based on criteria set forth by the committee. In the event of the unanticipated loss of the Executive, the Executive and Governance Committee of the Board may function as the search committee. It is the duty of the Board to select an Executive that will work cooperatively with the Board in furtherance of the Mission Statement of LCDC. The Board shall evaluate the performance of the Executive, and set forth terms of salary and other compensation, from time to time, as the Board so determines. The Board shall consider the input of the Executive in making such evaluations and compensation decisions.
 - The Board may also elect to contract for the services of an Executive and/or other “staff” positions. For example, the Board may decide to purchase staff services from another Economic Development entity, or a unit of local government. This contract may involve purchased or in-kind services.
- B. The Board of Directors shall be responsible for all policies of the Corporation.
- C. The Board of Directors shall be responsible for overall plans and priorities consistent with the Mission Statement.
- D. The Board of Directors has ultimate fiduciary responsibility for the Corporation. The Board of Directors shall require an annual independent audit, to be performed by a Certified Public Accountant and shall review the report and findings of the auditor.
- E. The Board of Directors is responsible to ensure that all conditions of grants and contracts are enforced to the letter and spirit of the law.

2. RULES AND PROCEDURES

The Board of Directors shall be responsible for its own rules and procedures, and dutifully follow all such rules and procedures. These rules and procedures must be consistent with the Certificate of Incorporation.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

1. ANNUAL MEETING

The Annual Meeting of the Board of Directors shall be held each March. The Annual Meeting shall be the time for election of officers, hearing annual reports from its committees, hearing the report of the auditor regarding the annual independent audit, and any other matters that normally come before an Annual Meeting.

2. REGULAR MEETINGS

Regular Meetings of the Board of Directors shall be held a minimum of 4 times per year. The Administrator shall be responsible for emailed notification to every member, telling the time and place of such meeting, with said notice to be sent at least ten (10) days prior to the meeting date.

3. SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by the Chairperson when that person deems it necessary for the best interest of the Corporation. Notice of any specially called meetings shall be emailed to all members at least 24 hours before the date including the date, the time, the place, the reason(s) for the meeting, the business to be transacted, and by whom the meeting is called. Special Meetings of the Board of Directors also may be called at the signed request of five (5) members of the Board upon presentation to the Chairperson of the Board of Directors. The procedure shall then be followed or set forth in this paragraph.

4. QUORUM

There shall be a quorum requirement for all meetings of the Board of Directors and its committees of fifty (50) percent of members of record at the time of the meeting. Any one or more directors may participate in a meeting of the Board by means of a conference telephone, video conference software or similar means of communication 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.

5. MEETING NOTICES

Notices of all Board Meetings, regular and special (as noted in previous paragraphs) shall include the date, the time and the place.

6. TIME AND PLACE

The time and place of Board of Directors' Meetings shall be as convenient as possible for all members.

7. VOTING

Each member of the Board shall have one vote, and is eligible to vote on all matters at any Board meeting. A simple majority of those present shall be sufficient to pass motions, unless otherwise provided in Roberts' Rules of Order as revised, or these Bylaws. There shall be no proxies.

**ARTICLE VII
COMMITTEES**

1. STANDING COMMITTEES

The following Committees shall be established as Standing Committees of the Corporation: Executive and Governance Committee and Finance and Audit Committee. Standing Committees shall meet between regularly scheduled Board meetings as necessary.

2. COMMITTEE MEMBERSHIP

The Chairperson of the Board of Directors shall appoint the committee Chairs and Members of the committees at the first regularly scheduled meeting after the Annual Meeting. All terms shall be for one year. The President of the Board of Directors shall see that the membership of the various committees fairly reflects the membership of the Board.

Chairperson as EX-OFFICIO MEMBER

The Chairperson shall be an ex-officio member of all committees except two, an Ad Hoc Nominating Committee, and the Executive and Governance Committee of which he/she is a member by virtue of these Bylaws.

3. EXECUTIVE AND GOVERNANCE COMMITTEE

- a. The Executive and Governance Committee shall consist of the Officers of the Board of Directors.
- b. The Chairperson of the Executive and Governance Committee shall be the Chairperson of the Board of Directors.
- c. The Committee shall meet at the call of the Chairperson.
- d. The Executive and Governance Committee shall be empowered to transact the routine and ordinary business of the corporation between meetings of the full Board, and any such other items of business referred to it by the Board of Directors.
- e. The Executive and Governance Committee shall report and seek approval on all actions it has taken at the next meeting of the Board of Directors.

4. FINANCE AND AUDIT COMMITTEE

- a. The Committee shall meet at the call of the Chairperson.
- b. Powers and Duties
 - i. To Develop and recommend to the Board of Directors the fiscal policies of the Corporation.
 - ii. To review fiscal aspects of all corporate activities and to make recommendations where necessary to the Board of Directors.
 - iii. To periodically review financial reports and fiscal procedures of the Corporation and to make recommendations where necessary to the Board of Directors.
 - iv. To review and approve agency budget, program budgets as presented, review and approve pooled costs, budgets and the agency's cost allocation plan.
 - v. To perform such other functions as may be assigned by the Board of Directors.

5. AD-HOC COMMITTEES

The Chairperson of the Board of Directors may appoint such other ad-hoc committees as the Board may direct. (The Annual Meeting Committee, Community Economic Development Program Committee and the Nominating Committee shall be considered Ad-Hoc Committees.) The terms of any Ad-Hoc Committees shall be determined by the Board of Directors.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended in the following manner:

- a. All amendments shall be proposed at a regularly scheduled Board of Directors meeting or at a meeting of a standing committee, or at a meeting of an ad-hoc bylaws committee meeting and be set for the agenda and voting at the next regularly scheduled Board of Directors Meeting.
- b. Notice of Bylaws amendments to be voted upon and a copy of said amendment shall be included with the normal notice of the regularly scheduled Board of Directors Meeting.
- c. An affirmative vote of two thirds ($\frac{2}{3}$) of the membership of the Board is required to amend these Bylaws.

ARTICLE IX DISSOLUTION

The Lewis County Development Corporation can only be dissolved as a Local Development Corporation, as set forth in the LCDC's Certificate of Incorporation, and that which is consistent with State Law. All assets of the LCDC would be disbursed as set forth in State law. The Dissolution plan would be presented to, and subject to the approval of a local Justice of the Supreme Court of the State of New York.