

BYLAWS
OF THE
ECONOMIC DEVELOPMENT CORPORATION
OF SULLIVAN COUNTY

ARTICLE I
NAME

The name of the corporation is “The Economic Development Corporation of Sullivan County” and shall be referred to as the “Corporation” in these By-Laws.

ARTICLE II
MISSION & PURPOSE

The Corporation was incorporated in 1975 pursuant to the Not-For-Profit Corporation laws of the State of New York and shall be governed by Section 501(c) (6) of the Internal Revenue Code, as amended.

The nature of this Corporation and purpose for which it was organized was exclusively for “public purposes of relieving and reducing adult unemployment, promoting and providing for additional and maximum adult employment, bettering and maintaining adult job opportunities, carrying on scientific research for the purpose of aiding the various hamlets, towns and villages of the County of Sullivan, by attracting new industry to said community or area or by encouraging the development of, or retention of, industry in the said community or area, and lessening the burdens of government and acting in the public interest.”

The mission of the Corporation is to improve the quality of life in Sullivan County Catskills through economic development.

ARTICLE III
MEMBERS

Section 1. Membership. The Corporation shall have one class of members and shall consist of the following entities or organizations:

- a. County of Sullivan
- b. County of Sullivan Industrial Development Agency
- c. Workforce Development Board of Sullivan, Inc.
- d. Sullivan County Visitors Association, Inc.
- e. Sullivan County Chamber of Commerce and Industry, Inc.
- f. The Partnership for Economic Development in Sullivan County, Inc.

Section 2. General Rules. All members of the Corporation shall be required to abide by these By-Laws and such membership rules as may be adopted by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. In general, all the affairs of the Corporation shall be managed, controlled and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these By-laws. The Board of Directors shall consist of eighteen (18) people from the member organizations or entities.

The eighteen (18) directors shall be determined, as follows:

- Chairman of the Sullivan County Legislature
- Minority Leader of the Sullivan County Legislature
- County Manager
- Two (2) from each member organization or entity. The two (2) members shall consist of the organization's Executive Director and the Board Chairperson or the Board Chairperson's designee.
- Five (5) At-Large Directors. The At-Large Directors shall be elected by a majority vote of the Board of Directors upon receipt of nominations in accordance with nomination and selection policies to be instituted by the Board of Directors by resolution

The Board of Directors shall have the right to increase the number of directors or decrease the number of directors so long as the number is no fewer than nine. Additional Directors shall be elected by a majority of the Board of Directors in accordance with nomination and selection policies to be instituted by the Board of Directors by resolution.

Section 2. Terms of Office. Directors shall serve by virtue of the title of the position held within each member organization without regard to the named individual holding such position. The five (5) At-large Directors shall serve two year terms.

Section 3. Confidentiality and Compensation. Each director shall execute and be bound by a confidentiality agreement; to the extent such is permitted by law. Directors, as such, shall not receive any salary or compensation for their services.

Section 4. Vote. Each director shall have one (1) vote on the Board of Directors.

Section 5. Conflict of Interest. Conflict of interest, real or perceived, will not be tolerated. Any duality of interest or real or perceived conflict of interest on the part of any Board member shall be disclosed to other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action. Any board member having a duality of interest, or conflict of interest, real or perceived, on any matter shall not vote or use his/her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting. The conflict of interest policy shall be

reviewed annually for the information and guidance of board members and to confirm that any new board members are advised of the policy upon entering the duties of his/her office. There shall be an annual submission of disclosure regarding possible conflict of interest.

ARTICLE V
EXECUTIVE COMMITTEE AND MANAGEMENT

There shall be a Chairperson and a Vice Chairperson of the Corporation.

All members are eligible to serve on the Executive Committee except elected County officials and the County Manager.

The term of office for all Officers is two years. Eligible members are limited to two terms in any one Board Officer position.

The Corporation may have additional officers as approved by majority vote of the Board.

- A. **Chairperson.** The Board of Directors shall elect a Chairperson of the Corporation. The Chairperson shall preside at all meetings of the members of the Board of Directors and serve as ex-officio of all duly constituted committees. Board Members from the same organization or entity shall not serve as Chairperson consecutively.
- B. **Vice Chairperson.** The Board of Directors shall elect a Vice Chairperson of the Corporation. The Vice Chairperson shall be a member of the Board, from a different organization than the Chairperson, and shall have all of the powers and functions of the Chairperson in the absence or disability of the Chairperson. The Vice Chairperson shall perform such other duties as the Board of Directors shall prescribe or as delegated by the Chairperson.
- C. **Secretary.** The Board of Directors shall elect a Secretary who shall keep the minutes of the Board and shall attend to such correspondence as assigned and have charge of such books and papers as the Board may order.
- D. **Treasurer.** The Board of Directors shall elect a Treasurer who shall be responsible for making reports to the Board of Directors as to the fiscal matters of the Corporation. The signature of the Treasurer and at least one Executive Committee member or, if not available, two Executive Committee members is required on any expenditures on behalf of the Corporation except de minimis expenditures that may be determined by subsequent resolution of the Board. .
- E. **Executive Director.** In addition to a Chairperson, the Corporation shall have an Executive Director. The Executive Director is not a member of the Board, but will serve as ex-officio of all duly constituted committees. The first Executive Director shall be the Sullivan County Commissioner of Planning. Future Executive Directors shall be recommended by a nominating committee and confirmed by the full Board of Directors. The Executive Director shall perform other such duties as the Board of Directors shall prescribe or as delegated by the Chairperson.

**ARTICLE VI
POWERS**

The Corporation is authorized and empowered to have and exercise all or any of the rights, powers, and prerogatives granted to not-for-profit corporations by the laws of the State of New York and to do everything necessary, proper, or advisable for the accomplishment of any of the purposes described herein or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same not be inconsistent with the laws of the State of New York.

**ARTICLE VII
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in Sullivan County, New York. The business of the Corporation may be carried on beyond the municipal limits of Sullivan County, New York.

**ARTICLE VIII
MEETINGS**

- A. **Annual Meeting.** There shall be an annual meeting of the Board which shall be scheduled for the first quarter of each year for purposes of review of the business of the Corporation, including, but not limited to, tax, audit and similar obligations of the Corporation, and to elect officers.
- B. **Regular Meetings.** The Board of Directors shall meet at least quarterly.
- C. **Special Meetings.** Special meetings may be called by the Executive Committee, at any time, provided that the notice of the time, date and place of the meeting is given to all members of the Board by the Director at least forty-eight (48) hours in advance.
- D. All committees shall meet, minimally, four times per year, unless otherwise directed by the Chairperson.

The Chairperson or his/her designee shall provide written notice of each meeting along with available agenda information to the Directors at least fourteen (14) days prior to regular meetings. Notice of Annual Meetings shall be given at least thirty (30) days in advance of same. Notices shall be delivered by email, text, Telefax and/or regular mail and shall state the place, date and hour of the meeting and, in the instance of a Special Meeting, shall indicate that it is being issued by or at the direction of the person(s) calling the meeting.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any business. Except as prohibited by law, all actions shall be by a majority of the votes cast.

Despite the absence of a quorum, the members present shall have the power to adjourn the meeting to another time and place without further notice, other than the announcement at the meeting, until a quorum shall be present.

The proceedings of all meetings of the Corporation shall generally be conducted in accordance with the latest edition of *Robert's Rules of Order* revised, except where those rules are in direct conflict with the provisions of these By-Laws.

All meeting minutes and notes are to be distributed to the members of the Board of Directors.

ARTICLE IX
COMMITTEES AND TASK FORCES

- A. The Chairperson may appoint individuals, including members and non-members, to various committees of the Corporation, as appropriate, including to the positions of committee Chairperson and Vice-Chairperson.
- B. The Chairperson may create ad hoc Committees as deemed necessary and appropriate to conduct the process for nominating and electing officers to the Board of Directors, review and make recommendations for amendments to the by-laws, and for other purposes.
- C. Task forces may be created by the Chairperson to address specific programs, initiatives, and issues of concern to the Corporation and its members. Appointments to task forces may be made from both members and non-members of the Corporation as appropriate. Task forces shall report on their activities to the Board of Directors and to the membership on a regular basis and may be dissolved at any time by the Board of Directors.

ARTICLE X
CORPORATE SEAL

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

ARTICLE XI
FISCAL YEAR

The fiscal year shall be from January first to December thirty-first.

ARTICLE XII
AMENDMENT

These By-Laws may be amended from time to time by two-thirds majority vote of the Board of Directors. Any proposed changes must be provided to the Board members at least fourteen (14) days prior to an expected vote.

ARTICLE XIII
DISSOLUTION

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

**ARTICLE XIV
INDEMNIFICATION**

- (a) To the extent permitted by law, the Corporation shall indemnify any person, made a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he, his or her testator or intestate, is or was a member, director or officer of the corporation , against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his or her duty to the Corporation under Section 717 of the New York Not-For-Profit Corporation Law.
- (b) To the extent permitted by law, the Corporation shall indemnify any person, made or threatened to be made, a party to an action or proceeding other than one by a or in the right of the Corporation to procure judgment in its favor, whether civil or criminal, including an action by or in the right of any corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that s/he, his or her testator or intestate, was a member, director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprises in any capacity against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such member, director or officer acted in good faith for a purpose which s/he reasonably believed to be in, or, in the case of service for any other corporation or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.
- (c) The forgoing rights of indemnification shall not be exclusive of other rights to which any, Board Members, officer or other person may be entitled.
- (d) The Corporation may procure or cause to be procured any insurance for Board Members and officers authorized by law, including insurance authorized under Section 727 of the Not-For-Profit Corporation Law.

**ARTICLE XV
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 July 25th 2011