

BYLAWS
OF
TOWN OF MALONE
COUNTY OF FRANKLIN
INDUSTRIAL DEVELOPMENT AGENCY

ADOPTED 1972
REVISED 3/98
REVISED 4/11

**BY-LAWS
of the
TOWN OF MALONE
COUNTY OF FRANKLIN
INDUSTRIAL DEVELOPMENT AGENCY**

Pursuant to the authority contained in the Section 858 Title 1 of Article 18A of the General Municipal Law, as set out in Chapter 1030 of the Laws of 1969, and section 892-d of the General Municipal Law, as set out in Chapter 314 of the Laws of 1972 of the State of New York, the Town of Malone County of Franklin Industrial Development Agency hereby approves the following By-Laws for the regulation of its activities:

**ARTICLE I
NAME, SEAL**

Section 1. NAME. The name of the Agency shall be “Town of Malone, County of Franklin, Industrial Development Agency.”

Section 2. SEAL. The official seal of the Agency shall be in a design circular in form bearing the words and dates as follows:

**TOWN OF MALONE
COUNTY OF FRANKLIN
INDUSTRIAL DEVELOPMENT AGENCY
NEW YORK
CORPORATE SEAL 1972**

Section 3. OFFICE. The office of the Agency shall be at 27 Airport Road, Malone, NY 12953

**ARTICLE II
OFFICERS**

Section 1. OFFICERS. The officers of the Agency shall be a Chairman, a Vice Chairman, Secretary, Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided, all of whom shall be members of the Malone Town Board. Such officers shall be elected at the annual meeting of the Agency in each fiscal year.

**ARTICLE III
TENURE OF OFFICE**

Section 1. Each officer of the Agency shall hold office for one years and each member shall continued to hold office until his successor is appointed or elected and qualifies in his stead. If the term of an Agency member should terminate, his term of office as an officer shall also terminate and at the regular meeting next succeeding such termination

the members of the Agency shall elect from among their number a successor who shall serve until the next annual meeting of the Agency.

ARTICLE IV **DUTIES OF THE OFFICERS**

Section 1. CHAIRPERSON. The Chairman shall preside at all meetings of the Agency. He shall sign and execute on behalf of the Agency all contracts, notes, bonds, trust indentures or other evidences of indebtedness when so authorized by the Agency, and shall perform such other duties as may be prescribed for him by law or by the Agency. The Chairman shall submit to the Agency such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency.

Section 2. VICE CHAIRPERSON. The Vice Chairman shall, in the absence of the chairman, preside at the meetings of the Agency and otherwise act in his stead.

Section 3. SECRETARY. The Secretary shall record all the votes and record the minutes of the Agency in a journal to be kept for that purpose; attend to the serving of notice of all meetings when required; shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all papers or other documents as may be required; shall attend to such correspondence as may be assigned; shall perform all duties as the Agency may designate.

Section 4. TREASURER. The Treasurer shall have the care and custody of all funds and securities of the Agency and shall deposit the same forthwith in the name of the Town of Malone County of Franklin Industrial Development Agency in such bank or banks in the State of New York as the Agency shall designate. The Treasurer shall have charge of the treasury and custody of receipts, deposits and disbursements of all Agency monies. He shall keep full and accurate and a separate account of the various funds and monies in his custody. The Treasurer shall at a reasonable time exhibit his books and accounts to any member of the Agency upon application at the office of the Agency during business hours and render a full financial report at the annual meeting of the Agency if so required. He shall have such other powers and duties as are conferred upon him by any special or general law.

Section 5. 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, by the By-Laws of the Agency, or by the rules and regulations of the Agency.

Section 6. REMOVAL, RESIGNATION, SALARY, ETC. Any officer elected or appointed by the Agency may be removed by the Agency with or without cause. In the event of the death, resignation or removal of an officer, the Agency in its discretion may elect a successor to fill the unexpired term at the next regular meeting of the Agency. All officers who are members of the Agency shall serve without compensation.

Section 7. ADDITIONAL PERSONNEL. The Agency may appoint such other officers and employees including an Administrative Director as the Agency may require for the performance of its duties. The Agency may also appoint Counsel and may retain and employ private consultants for professional and technical assistance and advice. The appointment duties and compensation of all such personnel shall be determined by the Agency subject to the laws of the State of New York.

SECTION 8. BONDING OF OFFICERS/EMPLOYEES. The Chairman, Vice Chairman, Treasurer, Secretary and the Administrative Director and such other officers and employees as the Agency may require, shall execute Bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Agency and the premiums thereof shall be paid by the Agency.

ARTICLE V **GENERAL PROVISIONS**

Section 1. FISCAL YEAR. The fiscal year of the Agency shall begin on the first day of January.

Section 2. ANNUAL MEETING. The annual meeting of the Agency shall be held at 5:45 PM at the first meeting in October and at the regular meeting place of the Agency, with announcement to the media two weeks in advance.

Section 3. REGULAR MEETINGS. Regular meetings of the Agency shall take place on the second Wednesday of each month. Regular meetings may be adjourned to any other place at the will of a majority of the members of the Agency present and voting at such meeting.

Section 4. SPECIAL MEETINGS. The Chairman of the Agency may, when he deems it desirable, and shall, upon written request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the notice of such meeting. The notice of such meeting shall be served on each member of the Agency by delivery or mail received by each such member at least 24 hours prior to the date of such meeting. Pursuant to Section 94 of the Public Offices Law, notice of such special meeting shall be given to the news media at the same time.

Section 5. EXECUTIVE SESSION. When determined by the Agency that any matter pending before it is confidential in nature, it may, in accordance with the laws of the State of New York, establish an executive session and exclude non-members from such session.

Section 6. QUORUM. At all meetings of the Agency, a majority of the members of the Agency then in office shall constitute a quorum and the vote of a majority of the members present and voting at a meeting of the Agency shall be deemed the act of the Agency.

Section 7. ORDER OF BUSINESS. The order of business at regular meetings shall be:

1. Call to Order
2. Pledge of Allegiance
3. Approval of the minutes of the previous meeting
4. Old Business
5. New Business
6. Treasurer's Report
7. Bills for Audit and Payment
8. Next Meeting Date
9. Adjournment

Section 8. MANNER OF VOTING. The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered in the minutes of such meeting.

Section 9. COMMITTEES. The Chairman, Vice Chairman and members of all committees shall be appointed by the Chairman of the Agency who shall be an ex officio member of each committee. A quorum of any committee shall consist of a majority of members of that committee. The Administrative Director shall attend all committee meetings, if requested, and make such reports and recommendations as he deems necessary and advisable.

Section 10. EXECUTION OF INSTRUMENTS. All Agency instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officials or other person or persons as provided by these By-Laws or as the Agency may from time to time designate.

ARTICLE VI **AMENDMENTS**

Section 1. AMENDMENTS TO BY-LAWS. The By-Laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.