

BYLAWS  
OF THE  
CITY OF KINGSTON LOCAL DEVELOPMENT CORPORATION

ARTICLE I

THE CORPORATION

SECTION 1. Name. The name of this Corporation is the Kingston Local Development Corporation, and it shall be referred to in these by-laws as the Corporation.

SECTION 2. Purpose.

a) The chief purpose of the Corporation is to promote and assist in the growth and development of business concerns within the City of Kingston.

b) The objects and purposes of this Corporation are those objects and purposes stated in its Certificate of Incorporation, and particularly to encourage location and expansion of industrial, manufacturing and commercial capacity and the creation of new and improved job opportunities.

ARTICLE II

OFFICE AND BOOKS

SECTION 1. Place of Business. The Corporation shall maintain a reasonably accessible place of business, which shall be open to the public during normal business hours.

SECTION 2. Principal Office. The principal office of the Corporation shall be located at City Hall or Community Development in the City of Kingston, County of Ulster and State of New York. The Corporation may have such other offices as may be deemed necessary or convenient by the Board of Directors to the carrying

out of the purposes for which the Corporation is organized. Such other offices may be discontinued at the pleasure of the Board.

SECTION 3. Books. There shall be kept at the principal office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which will contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Members and of the Board of Directors.

### ARTICLE III

#### MEMBERS

SECTION 1. Members; Number, Qualification, Appointment and Term. There shall be eleven (11) Members of the Corporation unless changed by amendment of the Certificate of Incorporation or the Bylaws. The Mayor shall always be a member of the Corporation. The remaining ten (10) members shall be appointed by the Mayor. The respective terms of members first appointed, shall be as follows: three members shall be appointed for a term of three years, three members shall be appointed for a term of four years, and four members shall be appointed for a term of five years, from and after their appointment. Thereafter, their successors shall be appointed by the Mayor for a term of three years. The Mayor may appoint a Member to a successive term or terms of office.

The membership shall include, but not be limited to, representatives from the local business community, the local banking community, the minority community, and such at-large

representatives of the Kingston Community as may be deemed appropriate by the Mayor.

SECTION 2. Resignation or Removal. Members may resign at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon its receipt by such officer. Acceptance of the resignation shall not be necessary to make it effective. The Mayor may remove any Member at his discretion, with or without cause, except as otherwise provided herein.

SECTION 3. Vacancies. Any vacancy in the Membership arising at any time and from any cause, including an increase in the number of members by amendment of the Certificate of Incorporation or the Bylaws, shall be filled by appointment by the Mayor.

SECTION 4. Annual Meeting; Notice. The Annual Meeting of the Members of the Corporation shall be held in the month of June at the principal office of the Corporation or any such other time or place as the Board of Directors shall designate. At such meeting, the Members shall elect Directors and transact such other business as is within the power of the Members.

Notice of the time and place of such Annual Meeting shall be given by the Secretary by mailing a copy thereof or delivering the same to each Member not less than ten nor more than twenty days before such meeting, or pursuant to waiver of notice signed before or after such meeting by all Members. Specific notice shall be given when the business or the proposals to<sup>be</sup>acted upon at such meeting includes one or more of the following:

a) A proposal to amend the Certificate of Incorporation.

b) A proposal to merge or consolidate with another corporation, domestic or foreign.

c) A proposal to lease, sell, transfer, convey, exchange or otherwise dispose of all or substantially all of the assets of the Corporation.

d) A proposal to dissolve and wind-up the Corporation.

SECTION 5. Special Meetings; Notice. Special meetings of Members may be held at the principal office of the Corporation or at such other place as may be designated in the notice of such meeting, upon the call of the President or of the Directors or at the written request of a majority of the Members.

Notice of the time, place and purpose of any special meeting of Members shall be given by the Secretary by mailing a copy thereof or delivering the same to each member at least seventy-two hours before such meeting or pursuant to waiver of notice signed before or after such meeting by all Members. Notice of a special meeting called for the purpose of considering one or more of the proposals in Section 4 (a) - (d) herein shall be given as provided in Section 4.

SECTION 6. Quorum; Adjournment of Meetings. At all meetings of Members, a majority of all total membership, or the votes by proxy thereof, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members so present or represented may, without giving notice other than by

announcement at the meeting, adjourn the meeting from time to time for a period not greater than twenty days at any one time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. At all meetings of members at which a quorum is present, except as otherwise provided herein, all matters shall be decided by the vote of a majority of the Members, in person or by proxy.

SECTION 7. Organization. The President of the Corporation shall preside at all meetings of Members or, in the absence of the President, a chairman shall be chosen by the Members present.

SECTION 8. Voting. At any meeting of Members, each Member present, in person or by proxy, shall be entitled to one vote on each matter submitted to a vote of the membership. Upon demand of any Member before the voting begins, any vote upon any questions shall be by ballot.

SECTION 9. Proxies. At all meetings of Members any Member entitled to vote thereat may vote by proxy. Every proxy must be appointed by an instrument in writing executed and dated by such Member or by his duly authorized attorney and delivered to the Secretary of the Corporation. Any proxy shall be revocable at the will of the Member executing such proxy and shall become invalid after the expiration of three months from the date of its execution unless such Member shall have otherwise specified its duration therein.

SECTION 10. Annual Report. The Board of Directors shall

present at the Annual Meeting of Members an Annual Report, verified by the President and Treasurer or by the majority of the Directors, showing the whole amount of real and personal property owned by the Corporation, where located, where and how invested, the amount and nature of the property acquired during the year immediately preceding such date and the manner of the acquisition, the amount applied, appropriated or expended during the year immediately preceding such date and the manner of the appropriation, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made. Said Annual Report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting. A copy of said Annual Report shall be filed in the Office of the City Clerk of the City of Kingston prior to the Annual Meeting of Members. Said Annual Report shall be a public document.

#### ARTICLE IV

##### BOARD OF DIRECTORS

SECTION 1. Powers and Duties. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full and complete authority with request to the payment and distribution of the monies received by the Corporation from time to time. Provided, however, that the primary purposes of the Corporation, as expressed in the Certification of

Incorporation, shall not thereby be amended or changed.

SECTION 2. Number, Qualifications, Election and Term. There shall be eleven (11) Directors unless changed by amendment of the Certificate of Incorporation or the By-Laws. A Director must be a Member of the Corporation. The Directors shall be elected annually and each shall continue in office and until his death, resignation, or removal.

SECTION 3. Resignation or Removal. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director, other than the Mayor, may be removed, with or without cause, at a special meeting of the Members called for that purpose by the vote of two-thirds of all Members. Upon removal or resignation, the Director so removed or resigned shall no longer be a Member of the Corporation.

SECTION 4. Annual Meeting; Notice. The Annual Meeting of the Board of Directors shall be held immediately following the adjournment of the Annual Meeting of Members at the place where such meeting was held. Notice of the Director's meeting need not be given. If for any reason the Annual Meeting of the Board of Directors is not so held, it shall be held at such time and place as may be designated in a notice of said Annual Meeting which shall be given as hereinafter provided for special meetings of the Board of Directors or by a waiver of notice signed before or after

such meeting by all the Directors.

SECTION 5. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held monthly at such time and place as the Board may determine and notice of such meeting shall be given by the Secretary by mailing a copy thereof or by delivering the same to each Director at least seventy-two hours before such meeting or pursuant to waiver of notice, signed before or after such meeting by all the Directors.

SECTION 6. Special Meetings; Notice. Special Meetings of the Board of Directors may be held at such place as may be designated in the notice of such meeting upon the call of the President or a majority of the Board. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary by mailing a copy thereof or by delivering the same to each Director at least twenty-four hours before such meeting or pursuant to waiver of notice signed before or after such meeting by all the Directors.

SECTION 7. Quorum; Adjournment of Meetings. At all meetings of the Board of Directors, a majority of the Directors in office, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time for a period not greater than twenty days at any one time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the



meeting as originally called. At all meetings at which a quorum is present, except as otherwise provided herein, all matters shall be decided by the vote of a majority of the Directors present.

SECTION 8. Organization. The President of the Corporation shall preside at all meetings of the Board of Directors or, in the absence of the President, a Chairman shall be chosen by the Directors present. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 9. Compensation. No Director or Officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom for his services as Director, Officer or in any other capacity, unless authorized by the concurring vote of two-thirds of all the Directors or notwithstanding any quorum requirement of these By-Laws by the concurring vote of all the disinterested Directors.

SECTION 10. Committee. Any committee which shall be authorized by the Board and which is delegated any of the management function of the Corporation must conform with the same requirements as does the Board.

#### ARTICLE V

#### OFFICERS

SECTION 1. Number and Qualifications. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers, if any, including one or more

vice presidents, as the Board of Directors may from time to time appoint. An officer must be a member of the Board of Directors.

SECTION 2. Election; Term of Office and Removal. The Officers of the Corporation shall be elected annually at the Annual Meeting of the Board of Directors and each shall continue in office until death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by the vote of a majority of the entire Board of Directors.

SECTION 3. Other Agents etc. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors. Such agents shall have authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

SECTION 4. Vacancies. In case of any vacancy in any office a successor to fill the unexpired portion of the term may be elected by the Board of Directors at a special meeting for that purpose.

SECTION 5. President; Powers and Duties. The President shall be the Mayor of the City of Kingston and act as chief executive officer of the Corporation. He shall generally manage and supervise the affairs of the Corporation. He shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. He shall have the power to sign in the name of the Corporation, all contracts authorized either generally or specifically by the Board of Directors. He shall perform all duties incident to the office of

President subject, however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned to him by the Board of Directors.

SECTION 6. Vice President: Powers and Duties. The Vice President shall be a member of the Board of Directors and shall have such powers and duties as may be assigned to him by the Board of Directors. In the absence of the President, the Vice President shall in general have the powers and perform the duties of the President.

SECTION 7. Secretary: Powers and Duties. The Secretary shall be a member of the Board of Directors and cause to be kept and approve the minutes of all such meetings in the books proper for that purpose. He shall attend to the giving and serving of all notices of the Corporation. He shall perform all duties incident to the office of the Secretary subject, however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned to him by the Board of Directors.

SECTION 8. Treasurer: Powers and Duties. The Treasurer shall be a member of the Board of Directors and shall have custody of all funds and securities of the Corporation which may come into his hands. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of

Directors, he shall render a statement of his accounts. He shall exhibit his books and accounts upon request to any Officer or Director of the Corporation. He shall perform all duties incident to the office of Treasurer subject, however, to the control of the Board of Directors. He shall perform such other duties as shall from time to time be assigned to him by the Board of Directors. The Treasurer shall give such security for the faithful performance of his duties as the Board of Directors may require.

SECTION 9. Employees; Duties; Compensation. The Corporation shall employ the Director of Community Development, the City Planner, and the City Clerk and such other employees as the Board of Directors deems appropriate. Said employees shall distribute and review loan applications and payments thereto; make recommendations regarding loan applications to the Board, maintain records, report status of accounts to the Board, and perform any other duty that may be required to administer the loan funds available to the Corporation. Said employees shall attend all meetings of the Board of Directors and shall receive notice of meetings in accordance with the procedures set forth in Article [IV]. Said employees shall receive such compensation as may be determined by the Board of Directors in accordance with the law.

SECTION 10. Recording Secretary; Duties; Compensation.

The Corporation shall also employ a Recording Secretary, who shall be selected by the President of the Corporation. The Recording Secretary shall be responsible for recording the minutes of all meetings of the Members and the Board of Directors. Minutes

will thereafter be approved by the Secretary and ratified by the Board of Directors. Said Recording Secretary shall receive such compensation as may be determined by the Board in accordance with the law.

#### ARTICLE VI

##### CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

SECTION 1. Checks, Notes, Contracts, etc. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. Endorsements for deposit in any of its duly authorized banks or depositories may be made without countersignature by any Officer of the Corporation. The Board of Directors shall determine who, if anyone, in addition to the President, shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money, acceptances, notes, or other evidences of indebtedness, enter into contracts, or execute and deliver other documents and instruments.

SECTION 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable, in accordance with the provisions of Article V of the Not-for-Profit Corporation Law and other applicable laws, rules or regulations.

ARTICLE VII

CORPORATE SEAL

The Seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of New York in the year 1994.

ARTICLE VIII

CONTRACTS

SECTION 1. Contracts. No Officer, Director, Committee or Member of the Corporation shall contract or incur any debt or obligation on behalf of the Corporation or in any way render it liable unless duly authorized by the Board of Directors.

ARTICLE IX

LIABILITY AND INDEMNIFICATION

SECTION 1. Personal Liability. No Officer, Director or Member of the Corporation shall be personally liable to any person or party dealing with the Corporation for any amount arising out of any claim, charge, service, obligation or otherwise against the Corporation; and any such person or claimant shall be paid and reimbursed solely out of the funds of the Corporation. Nor shall any Officer, Director or Member of the Corporation be liable for any of his acts, actions or omissions either to the Corporation or to anyone else in the absence of bad faith or fraud. Such Officer, Director or Member shall be entitled to reimbursement for any and all expenses incurred by him in defense of any action as provided by the laws of the State of New York.

ARTICLE X

AMENDMENTS

SECTION 1. How Made. These By-Laws may be amended, altered or repealed at any meeting of the Members of the Corporation or of the Board of Directors by a vote of a majority of all Members or a majority of all Directors of the Corporation as the case may be, provided that the action to be considered and acted upon is inserted in the notice or the waiver of notice of said meeting.