



BY-LAWS OF THE LAKE CHAMPLAIN-LAKE GEORGE REGIONAL DEVELOPMENT CORPORATION

The By-laws, as amended, were adopted by the Board on January 14, 2020

WHEREAS, the Lake Champlain-Lake George Regional Development Corporation (“LCLGRDC”) was formed as a corporation as defined in subparagraph (a)(5) of Section 102 of the Not Profit Corporation Law and shall be a Type C Corporation under Section 201 of the Not For Profit Corporation Law and,

WHEREAS, the members as listed on the Certification of Incorporation or their successors do desire to create By-Laws to govern the LCLGRDC.

THEREFORE, DULY RESOLVED that the LCLGRDC hereby adopts the following By-laws:

Article I. NAME

The name of the organization shall be the Lake Champlain-Lake George Regional Development Corporation.

ARTICLE II. PURPOSE, POWERS AND JURISDICTION

PURPOSE:

WHEREAS the LCLGRDC was formed for charitable and public purposes for which the corporation is formed are to conduct activities which are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended from time to time, including the following:

To initiate and to propose economic development projects in the counties of Warren, Washington, Clinton, Essex and Hamilton (hereinafter the Five Counties).

To administer legally appropriated funds, and the income therefrom to assist businesses in the Five Counties in the implementation of projects that demonstrate a substantial likelihood of providing increases in new permanent jobs in businesses that need financial assistance to remain viable.

To encourage and affect the location and expansion of commercial, industrial, and manufacturing facilities, and the retention of existing business and industry in the Five Counties.

To create employment opportunities and improve the quality of employment in the area comprising the Five Counties.

To integrate to the fullest extent possible, all available public and private resources, expertise and programs for economic development in the area of the Five Counties.

To relieve and reduce unemployment, to promote and to provide for additional maximum employment, to better maintain job opportunities, to instruct and train individuals, to improve or to develop their capabilities for jobs.

Nothing contained in the Certificate of Incorporation of this organization, or in these By-Laws shall authorize or empower the Corporation to engage in or perform any acts or practices prohibited by Section 340 of the General Business Law or other anti-monopoly statutes of this state.

ARTICLE III. MEMBERSHIP

SECTION 1: Any individual interested in aiding and promoting the objectives of the Lake Champlain Lake George Regional Development Corporation may become a member upon the approval of the Board of Directors. The initial members shall be those individuals listed in the Certificate of Incorporation as the Board of Directors who are living or who have not resigned from the Board. Those who were members of the LCLGRP by virtue of their position who no longer hold that office are no longer members.

SECTION 2: The directors of the Lake Champlain Lake George Regional Planning Board shall be members of the LCLGRDC. The Board of Directors will then be elected from the members.

SECTION 3: Each member agrees that they are not to derive any financial return from the operation of the corporation by distribution of assets through membership shares and that its earnings, if any, may be retained by the corporation and used for the purposes and objects of its incorporation.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. REPRESENTATION:

The LCLGRDC shall be governed by a Board of Directors (Board). The number of directors constituting the entire Board shall be seven (7). Each of the Five Counties shall be represented by a Director on the Board. These directors may be chosen from any member of the LCLGRDC as long as each county is represented. The then current Chairperson and the Executive Director of the Lake Champlain Lake George Regional Planning Board shall also be directors.

SECTION 2. APPOINTMENTS:

All persons elected to the Board, except for those director positions held by the Executive Director and Chairperson of the LCLGRP, shall be elected by the members at the annual membership meeting.

SECTION 3. TENURE:

The Directors shall be appointed to terms of one (1) year. Directors may serve more than one term.

SECTION 4. VACANCIES:

Any vacancy that occurs on the Board shall be filled by the Board of Directors for the unexpired term.

SECTION 5. DESIGNEES:

No designee, transfer, or assignment on the Board will be permitted.

SECTION 6. COMPENSATION:

No director shall receive a salary or compensation for their service, except that the Board may authorize reimbursement of a director's expenses if reasonably incurred on behalf of and for the benefit of the LCLGRDC.

SECTION 7. REMOVAL:

Upon the majority vote of all directors of the Board, the Chairperson shall have the authority to remove any director for cause.

SECTION 8. VOTING RIGHTS:

At all meetings of the LCLGRDC, each director with voting rights (7) who is properly appointed, and present shall be entitled to cast one vote on each matter properly submitted to a vote of the Board. The affirmative vote of a majority of all directors of the LCLGRDC who have voting rights shall be necessary for the adoption of any proposed action, resolution or for any business for which the LCLGRDC was established. A director must attend the meeting in person or via video conference in order to vote. **Vote by mail, proxy, unanimous written consent or teleconference is not permitted.**

SECTION 9. RESIGNATION:

A director may resign from office by delivering a resignation in writing to the Chairperson and the acceptance of such resignation not be necessary to make such resignation effective.

ARTICLE V. OFFICERS

SECTION 1. OFFICERS:

The officers of the LCLGRDC shall be a Chairperson, a Vice Chair, a Secretary and a Treasurer to be elected by the directors at the Annual Meeting. All officers must be members of the Board.

SECTION 2. DUTIES AND ATTENDANCE:

DUTIES:

The Chairperson shall call and preside at all meetings of the Board. He or she shall have the power to sign all necessary documents in the name of the LCLGRDC, unless the Board shall specifically require additional signatures, and in general perform all duties incident to the office of Chair as may

be prescribed by the Board from time to time. The Chairperson can appoint directors to the committees.

A Vice-Chair so designated by the Board, shall perform the duties of the Chair in case of the Chairperson's absence and shall perform such other duties as the Board may prescribe from time to time.

The Secretary shall keep or cause to be kept by staff the minutes of all meetings of the Board in books to be kept for this purpose, serve or cause to be served by staff, all notices of the LCLGRDC, and perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Board.

The Treasurer shall keep or cause to be kept by staff complete and accurate accounts of receipts and disbursements of the LCLGRDC and shall deposit or cause to be deposited all moneys and other valuable effects of the LCLGRDC in the name and to the credit of the LCLGRDC in such banks and depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of the accounts. He or she shall at all reasonable times and with adequate notice exhibit or cause to be exhibited by staff the books and accounts of the LCLGRDC to any officer or director, and shall perform all duties incident to the office of the Treasurer, and such other duties as may be assigned by the Board.

The Treasurer shall present to the Board or cause to be presented by staff on an annual basis an audit report showing in detail the assets, liabilities, revenue, and expenses of the LCLGRDC for a twelve-month period that covers the prior fiscal year. Such report must be presented to the Board within six months of the completion of the fiscal year. The report must be filed with the minutes of the Board meeting.

The Treasurer also shall ensure that quarterly financial reports shall be submitted to the Board of Directors on a timely basis. Copies of any other required financial reporting documents shall be provided on a timely basis.

In addition to any report required herein or otherwise, the Board shall submit an annual report prepared by a certified public accountant to the legislative bodies of the member counties and to the NYS Comptroller pursuant to and in accordance with GML Section 239-h(5).

ATTENDANCE:

Appointed directors and officers:

Should any director or officer appointed to the LCLGRDC fail to attend any regular meeting of said LCLGRDC, or Committees thereof, for three consecutive meetings and fail to explain his or her absence in writing addressed to the Chairperson, with the recommendation of removal from the Board.

SECTION 3. ELECTION:

The election of officers shall be conducted by a vote of the voting directors of the Board at the annual meeting. The officers shall be elected for one-year terms and serve at the pleasure of the Board.

Each officer shall continue in office until his or her successor shall have been elected at the annual meeting, or until his or her death, resignation or removal. Any officer may be removed, with or without cause, by a vote of the majority of the Board.

SECTION 4. VACANCIES:

Any officer may resign at any time by notifying the directors in writing. In the event of a vacancy in the Office of the Chair, the Vice Chair shall preside at the next Board meeting, at which time an election shall be held to fill the unexpired term of the office. All other officer vacancies shall be filled for the unexpired term by appointment of the Chairperson, such appointments to be ratified at the next meeting of the Board.

ARTICLE VI. MEETINGS

SECTION 1. MEMBER MEETINGS:

A member meeting shall be held annually on the second Tuesday of January prior to the Annual Board of Directors meeting at which the members shall conduct necessary elections for the Board of directors and any such business which shall be required.

SECTION 2. ANNUAL:

An annual meeting of the Board of Directors shall be held the second Tuesday of January each year.

SECTION 3. SPECIAL:

Special meetings of the Board may be called with five days' notice and be held by order of the Chairperson, Vice Chair, Executive Director, or on request of three (3) of the directors.

SECTION 4. NOTICE OF MEETINGS:

Notice of each regular and annual meeting, and minutes from the previous meeting, must be mailed or provided electronically ten days prior to the meeting. All scheduled meetings will be posted on the LCLGRP web site.

SECTION 5. QUORUM:

At all meetings of the LCLGRDC, a quorum shall consist of a majority of the voting directors of the Board. A quorum must be present for the transaction of any business and for the exercise of any power or function of the Board. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting and set a special meeting if needed at a subsequent date. A director must attend the meeting in person or via video conference in order to vote. **Vote by mail, proxy, unanimous written consent or teleconference is not permitted.**

SECTION 6. MANNER OF ACTING:

The affirmative vote of a majority of all directors present at a meeting at which a quorum is present, shall be necessary for the adoption of any proposed action, resolution or any business thereof unless a greater proportion is required by law or by these by-laws.

SECTION 7. RULES OF PROCEDURE:

Unless otherwise specified, Robert's Rules of Order shall govern the proceedings at all meetings of the Board, or committees. All meetings are subject to and shall be in compliance with the Open Meetings Law contained in Article 7 of the New York Public Officers Law ("POL") and shall be open to the general public except when such meetings are voted into executive session by a majority of all voting directors pursuant to and in accordance with POL Section 105.

SECTION 8. PROXIES:

No proxies shall be permitted at any meeting.

ARTICLE VII. COMMITTEES

SECTION 1. STANDING COMMITTEES

The Board may appoint committees of any number with such authority as shall be designated by the Board; however, no Committee shall take financial authority unless specifically authorized by the Board.

The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board, or any individual director, of any responsibility imposed upon it or them by law.

Executive Committee:

The officers shall compose a standing committee consisting of four (4) directors called the Executive Committee. The Executive Committee shall act at the direction of the Board. The Board may modify the powers of the Executive Committee by resolution.

The Executive Committee shall not have the authority to amend, alter, or repeal the by-laws, elect, appoint or remove any director, officer, or the executive director of the LCLGRP, alter or repeal any resolution of the Board, or authorize the dissolution of the LCLGRP

Governance Committee:

The Board of Directors shall appoint three (3) directors to the Governance Committee. The purpose of the Governance Committee is to keep the Board informed of current best practices in corporate governance, review corporate governance trends, update corporate governance principles and practices, and advise the appointing authorities on the skills and education required of potential board members. The detailed responsibilities, powers and functions of the Committee are set forth in the Governance Committee charter adopted by the Board of Directors and amended from time to time.

Finance Committee:

The Board of Directors shall appoint three (3) directors to the Finance Committee. The purpose of the Finance Committee is to review proposals for the issuance of debt and make recommendations, make recommendations to the board concerning the level of debt and nature of issued debt, make recommendations concerning the appointment of, compensation and overseeing of bond counsel and underwriting firms, review proposals relating to the repayment of debt, and annually review the LCLGRDC's financing guidelines. The detailed responsibilities, powers and functions of the Committee are set forth in the Finance Committee charter adopted by the Board of Directors and amended from time to time.

Audit Committee:

The Board of Directors shall appoint three (3) directors to the Audit Committee. The purpose of the Audit Committee is to appoint, compensate and oversee the work of accounting firms, conduct or authorize investigations within its scope of responsibility, seek any information it requires, retain outside counsel, experts and other advisors. The detailed responsibilities, powers and functions of the Committee are set forth in the Audit Committee charter adopted by the Board of Directors and amended from time to time.

ARTICLE VIII. STAFF

SECTION 1. EXECUTIVE DIRECTOR:

The LGLCRDC shall be managed according to the Memorandum of Agreement between the LCLGRDC and Lake Champlain – Lake George Regional Planning Board.

ARTICLE IX. FINANCES, CONTRACTS, AND POLICIES

The Board shall review and adopt at an annual organizational meeting, an annual work plan and operating budget.

Except as otherwise required by law or provided for by the Board, all contracts, which are consistent with the purpose, program, policies, and financial resources of the LCLGRDC, may be executed on behalf of the LCLGRDC by the Chairperson or Executive Director. All such action is subject to the review and approval of the Board.

In accordance with the policies of the LCLGRDC, the Board is authorized to select the banks and depositories it deems proper for the funds of the LCLGRDC.

The Chairperson, Vice Chair, Secretary, Treasurer and LCLGRPB Executive Director shall be authorized to sign checks, drafts, or other orders for payment of money, acceptances, notes, or other evidences of indebtedness. Said authority shall be subject to the signature requirements adopted by the Board. Two of the five officers named above signatures are required on every voucher.

Annually, the Board shall review a current financial statement that lists the LCLGRDC's assets, liabilities, revenues, expenses, and accounts payable/check register report.

The LCLGRDC shall have a handbook, which outlines the policies, procedures, and employee practices of the organization. Said handbook is subject to review and approval by the Board.

The fiscal year of the LCLGRDC shall be for a twelve-month period, which shall run from January through December of each calendar year.

ARTICLE X. OFFICE AND BOOKS

The office of the LCLGRDC shall be located at such place as the Board may from time to time determine.

Article XI. DEFENSE AND INDEMNIFICATION

The LCLGRDC shall provide for the defense of each member, director, officer and employee (collectively "Employee") in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while the Employee was acting within the scope of his or her official capacity. This duty to provide for a defense shall not arise where such civil action or proceeding is brought by or at the behest of the LCLGRDC. The LCLGRDC shall also indemnify and save harmless its Employees in the amount of any judgment obtained against such Employee in a state or federal court, or in the amount of any settlement of a claim, provided that the act or omission from which the judgment or claim arose occurred while the Employee was acting within the scope of his or her duties and also provided that in the case of settlement, the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement

by the Board. The duty to indemnify and save harmless as set forth herein shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of such Employee.

Article XII. CONFLICTS OF INTEREST

Every member, director, officer and employee of the LCLGRDC is subject to the conflict of interest provisions contained in Article 18 of the GML.

Article XIII. NOTICES

Any notice required or provided for in these Bylaws shall be made in writing and sent by mail, electronic mail or facsimile to the last known address on record of the LCLGRDC. Attendance at a meeting shall confirm receipt of proper notice.

Article XIV. RECORDS

All records of the LCLGRDC are subject to public disclosure in accordance with the Freedom of Information Law contained in Article 6 of the POL.

Article XV. PROCUREMENTS

Procurements of the LCLGRDC are subject to the competitive bidding requirements of GML Sections 103 and 104.

ARTICLE XVI. AMENDMENTS

These By-Laws can be amended, on ten days given notice of such amendment, at any regular or special meeting of the Board by a two-thirds vote of the Board of Directors, provided that the requested amendment(s) is presented by a director and has been reviewed by the Board.