

BYLAWS  
OF  
TOWN OF NORTH GREENBUSH  
INDUSTRIAL DEVELOPMENT AGENCY

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ARTICLE I - THE AGENCY

Section 1. Name.

The name of the Agency shall be "Town of North Greenbush Industrial Development Agency."

Section 2. Seal of Agency.

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency, or initials thereof, and the year of its organization.

Section 3. Office of Agency.

The office of the Agency shall be at North Greenbush Town Hall in the Town of North Greenbush, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

ARTICLE II - POLICIES AND PROCEDURES

Section 1. Purposes and Powers of the Agency.

The Purposes and powers of the Agency shall be in accordance with those enumerated in Section 858 of the New York State Industrial Development Agency Act, Chapter 1030 of the 1969 Laws of New York, as amended, now Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York.

Section 2. Restrictions on Agency Powers.

With respect to the acquisition of real property, whether by purchase, condemnation or otherwise, the Agency shall be limited to the corporate limits of the Town of North Greenbush and the Agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans.

Section 3. Policy Statement.

The purpose of this section is to elucidate the general philosophy to be Employed in the management of the Agency. It shall be the general policy of the Agency to:

- a) Promote and expand the economic growth of the Town of North Greenbush in a manner consistent with the best interests of the Town-at-large;
- b) Offer tax-exempt revenue bond financing to assist appropriate enterprises to become established and grow in the Town of North Greenbush;
- c) Carry out other permissible activities which encourage economic development;

- d) Comply with local laws, ordinances, codes, rules and regulations to an optimum extent while promoting economic development; and
- e) Achieve rapport and coordination with other related governmental and community agencies.

#### Section 4. Rules and Regulations, etc.

The Agency by resolution may adopt such other rules, regulations, policies and proceeds as it may determine necessary or appropriate to its operation, so long as the same shall not be contrary to these by-laws, as said by-laws may be amended from time to time.

### ARTICLE III - MEMBERS

#### Section 1. Members.

The members of the Agency shall be appointed by the Town Board of the Town of North Greenbush, and each member shall continue to hold office as a member until his successor is appointed and qualified.

### ARTICLE IV - OFFICERS

#### Section 1. Officers.

The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, & a Treasurer. Any two or more offices, except the office of Chairman and Secretary, may be held by the same person. At the discretion of the Agency, there may be an Assistant Secretary and/or an Assistant Treasurer.

#### Section 2. Chairman.

The Chairman shall be a member of the Agency and shall preside at the meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall execute (manually or by facsimile signature) all agreements, contracts, deeds, bonds or other evidences of indebtedness and any other instruments of the Agency on behalf of the Agency. At each meeting, the Chairman shall submit his recommendations and such information as he may Consider pertinent concerning the business, affairs and policies of the Agency.

#### Section 3. Vice Chairman.

The Vice Chairman shall be a member of the agency and shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In the event of the resignation or death of the Chairman, the Vice Chairman shall become Acting Chairman and shall perform the duties of the Chairman until such time as the Agency shall appoint a new Chairman.

#### Section 4. Secretary.

The Secretary shall be a member of the Agency. The Secretary shall keep all records of the Agency, shall act as secretary of the meetings of the Agency, shall keep a record of all votes, shall record the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. He shall have custody of the seal of the Agency, shall have the power to affix such seal to all agreements, contracts, deeds, bonds or other evidences of indebtedness and all other instruments of the Agency authorized by the Agency to be executed, and shall have the power to attest (by manual or facsimile signature) such seal.

Section 5. Assistant Secretary.

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary. In the event of the resignation or death of the Secretary, the Assistant Secretary shall become Acting Secretary and shall perform the duties of the Secretary until such time as the Agency Shall appoint a new Secretary.

Section 6. Treasurer.

The Treasurer shall be a member of the Agency. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may designate. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all checks for the payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Agency at each regular meeting an account of the financial transactions and the current financial condition of the Agency. The Treasurer shall give bond for the faithful performance of his duties as the Agency may determine.

Section 7. Assistant Treasurer.

The Assistant Treasurer shall perform the duties of the treasurer in the absence or incapacity of the Treasurer. In the event of the resignation or death of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer until such time as the Agency shall appoint a new Treasurer. The Assistant Treasurer shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 8. Additional Duties.

In the absence or incapacity of the Treasurer and Assistant Treasurer, the other officers of the Agency shall have the care and custody of all funds of the Agency and the power to deposit the same in the name of the Agency in such bank or banks as the Agency may designate, and shall have the power to sign all checks of the Agency for the payments of money and the power to pay out and disburse such moneys under the direction of the Agency. In addition, all officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 9. Appointment of Officers.

All officers of the Agency except the first Chairman shall be appointed at the annual meeting of the Agency. Officers shall hold office for one year or until their successors are appointed. The Assistant Secretary and Assistant Treasurer need not be members of the Agency. If the term of an Agency member shall terminate, his term of office as an officer shall also terminate.

Section 10. Vacancies

Should any office become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 11. Additional Personnel.

The Agency may appoint an Administrative or Executive Director to supervise the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as

prescribed by the New York States applicable thereto. The selection and compensation of all personnel, including the Administrative or Executive Director, shall be determined by the Agency subject to the laws of the State of New York.

#### ARTICLE V - MEETINGS

##### Section 1. Annual Meeting.

The annual meeting of the Agency shall be the first meeting of the Agency in a calendar year, generally held during the first month of the year.

##### Section 2. Regular Meetings.

Regular meetings of the Agency may be held at such times and places as from time to time may be determined by the Agency. No notice to the members of the Agency shall be required for regular meetings of the Agency when the time and place of said regular meetings have been fixed at a previous meeting of the Agency.

##### Section 3. Special Meetings.

The Chairman of the Agency may, when he or she deems it desirable, and shall upon the 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 call. The call for a special meeting may be communicated by e-mail to each member of the Agency and if there is no response may be mailed to the business or home address of each member of the Agency at least two days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without thereof, any and all business may be transacted at such special meeting.

##### Section 4. Public Notice.

Public notice of the time and place of any meeting shall be given to the public and the news media by posting a copy of a notice of such meeting on the bulletin board maintained by the Town Clerk at the Town of North Greenbush Town Offices, Wynantskill, New York, 12198, by posting the notice on the Town of North Greenbush website, and by faxing a copy of a notice of such meeting to at least one local newspaper.

In the event that such meeting is scheduled at least one week prior thereto, such notice shall be given at least seventy-two hours before such meeting, and in the event such meeting is scheduled less than one week prior thereto, notice thereof shall be given a reasonable time prior thereto. Any notice required to be given by mailing hereunder can be given by telephone or actual delivery thereof in lieu of mailing.

##### Section 5. Executive Sessions.

Upon a majority vote of its total membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the members of the Agency may conduct an executive session at which only the members of the Agency and those other persons authorized by the Agency shall be permitted to attend, provided that the purpose of such executive session is a purpose for which an executive session may be considered by the Agency pursuant to the applicable laws of the State of New York.

##### Section 6. Quorum.

At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 7. Order of Business.

At the regular meetings of the Agency, the following shall be the order of business:

- a) Call to Order;
- b) Approval of the minutes of the previous meeting;
- c) Outstanding Bills;
- d) Treasurers Report;
- e) Updates on Initiatives;
- f) Unfinished business;
- g) New business;
- h) Adjournment.

The order of business may be altered or suspended at any meeting by the members of the Agency. Except as otherwise provided by the members of the Agency, all resolutions shall be in writing and shall be copies in or attached to the journal of the proceedings of the Agency.

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 on the minutes of such meeting, except in the case of appointments when the vote may be by ballot. Any action of the Agency shall be binding upon determination by a majority of the entire membership of the Agency.

ARTICLE VI - AMENDMENTS

Section 1. Amendments to By-Laws.

The by-laws of the Agency may be amended with the approval of a majority of all 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. Waivers of notice may be signed by any members failing to receive proper notice of such amendment or of the meeting held to vote upon same.

ADOPTED March 14, 2019