



<p><i>Board Approval</i> 3/19/05</p> <p><u>/s/ Jack Bush</u> <i>Chairman</i></p>	<p><i>No.: ii</i></p> <p><i>Subject: BYLAWS</i></p> <p><i>Date: 10/18/84</i> <i>Revised: 3/19/08</i></p>
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ARTICLE I

THE AGENCY

Section 1. NAME. The name of the Agency shall be “County of Lewis 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 and the year of its organization.

Adopted 10/16/90 Section 3. OFFICE OF THE AGENCY. The office of the Agency shall be at 7642 State Street, Lowville, New York 13367, but the Agency may change such office or have such other offices at such other places as the Agency may from time to time designate by resolution.

OFFICERS

Section 1. OFFICERS. The officers of the Agency shall be a Chairman, Vice Chairman, Secretary and Treasurer.

Section 2. CHAIRMAN. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, The Chairman shall sign all agreements, contracts, deeds and any other instruments of the Agency. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Agency.

Section 3. VICE CHAIRMAN. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman.

Section 4. SECRETARY. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. He shall keep in safe custody

the seal of the Agency and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

Section 5. **TREASURER.** 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 select. The Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman. He shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. He shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 6. **ACTING AND ASSISTANT OFFICERS.** That this Agency shall, at any appropriate time, have the right to appoint acting and assistant officers to serve for such times as may be determined by the Agency.

Section 7. **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 bylaws of the Agency, or by the rules and regulations of the Agency.

Section 8. **APPOINTMENT OF OFFICERS.** All officers of the Agency, except the first Chairman, shall be appointed at the annual meeting of the Agency from among the members of the Agency and shall hold office for one year or until the successors are appointed. The first appointments of Vice-Chairman, Secretary and Treasurer may be made, by the Agency, at any special or regular meeting of such Agency, and shall hold office until the first annual meeting, or until successors are appointed. Only the Chairman and the Vice-Chairman of the Agency must be members thereof.

Section 9. **VACANCIES.** Should any office become vacant, the Agency shall appoint a successor at the next regular or special meeting and such appointment shall be for the unexpired term of said office.

Section 10. **EXECUTIVE DIRECTOR.** An Executive Director may be appointed by the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. He shall be charged with the management of all projects of the Agency.

Section 11. **ADDITIONAL PERSONNEL.** 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 State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, including the Executive Director shall be determined by the Agency, subject to the laws of the State of New York.

ARTICLE III

MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Agency shall be held on the first Monday in June of each year at 7:30 o'clock in the evening at the office of the Agency, or such other time and place as may be designated by the Chairman.

Section 2. REGULAR MEETING. Regular meetings of the Agency will be determined by the Chairman and in the absence of the Chairman by the Vice-Chairman of the Agency.

Section 3. SPECIAL MEETINGS. The Chairman / and Secretary of the Agency may, when they deem 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 delivered to each member of the Agency or 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. Waivers of notice may be signed by any members failing to receive a proper notice. 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 notice thereof, any and all business may be transacted at such special meeting.

Section 4. 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 5. ORDER OF BUSINESS. The order of business at all regular and special meetings shall be determined by the Chairman.

Section 6. MANNER OF VOTING. PROXIES. Any member of the agency may, by proxy, designate any other member of the Agency to act and vote for him at any regular or special meeting with the same force and effect as if he were present. A proxy may be general or contain such limitations as the absent member may insert. A duly executed proxy shall be counted when determining a quorum and upon all the business coming before the meeting, whether regular or special, as if the absent member were present.

Section 7. MANNER OF VOTING. WRITTEN CONFIRMATION AND APPROVAL. If any member or members are absent from any regular or special meeting, such member or members may, at any time thereafter, make, execute and deliver to the Secretary, a written confirmation and approval of all business transacted at such regular or special meeting. Receipt by the Secretary of such written confirmation and approval from any and all members absent at any such regular or special meeting shall have the same effect as if such member or members were present and voting.

ARTICLE IV

AGENCY COMMITTEES

Section 1. Standing Committees.

The Board shall have the following standing committees, each consisting of two or more members: (1) Audit Committee; and (2) a Governance Committee.

Each committee is to ensure compliance with the Public Authorities Accountability Act of 2005 and any amendments thereof and to follow the Audit and Governance Committee Charter approved by the full Board of Directors.

The Chair shall appoint the members of the Committees, each of whom shall be an Independent Member of the Board.

Section 2. Audit Committee.

- (A) The Audit Committee shall ensure that the Agency arranges for the timely preparation and appropriate filing of the annual budget, the annual financial reports and the financial audit required by the Act.
- (B) The Audit Committee shall recommend to the full Board of Directors the hiring of a certified independent accounting firm and shall establish the compensation to be paid to such an accounting firm, and shall provide direct oversight at the performance of the independent audit performed by the accounting firm retained for such purpose.

Section 3. Governance Committee.

(A) The Governance Committee shall keep the Agency informed of current best governance practices, review corporate governance trends, update the Agency's corporate governance principles and advise the Appointing Authority on the skills and experience required of potential members.

Section 4. Additional Committees.

The Chairman or by vote of a majority of members, the members, may appoint such additional committees as the Chairman of members shall deem appropriate.

Section 5. Committee Procedures.

- (A) Meetings of committees, shall be held at such time and place as shall be fixed by the chair of such committee.
- (B) A quorum of any committee shall consist of a majority of members of that committee.
- (C) The Executive Director shall attend all committee meetings, if required, and make such reports and recommendations as the Executive Director or the committee deem necessary or advisable.

ARTICLE V

AMENDMENTS

Section 1. AMENDMENTS TO BYLAWS. The bylaws 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 member of the Agency.

CERTIFICATE
AS TO BY-LAWS OF AGENCY

I, **STEPHEN ALLEN**, Secretary/Treasurer of the County of Lewis Industrial Development Agency, DO HEREBY CERTIFY that I am the Secretary of the County of Lewis Industrial Development Agency (the “Agency”) and custodian of the records of such Agency. I do further certify that a true and correct copy of the By-Laws of the Agency, which have been in effect from prior to June 4, 1984 through the date of this certificate, is attached hereto.

Given under my hand and seal of the Agency, this March 19, 2008.

COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY

(SEAL)

/s/ Stephen Allen
Secretary