

BYLAWS OF THE  
COLUMBIA COUNTY LAND BANK CORPORATION

(A New York State Land Bank)

**ARTICLE I  
PRIMARY PURPOSE**

**SECTION 1. Primary Purpose and Objective:** Columbia County Land Bank Corporation (the "Corporation") was formed pursuant to Article 16 of the Not-for-Profit Corporation Law and is a charitable not-for-profit corporation. The primary purpose for which it is formed is to facilitate the return of tax-delinquent properties to productive use as well as the acquisition of real property that is tax delinquent, tax foreclosed, vacant, abandoned, and to eliminate the harms and liabilities caused by such properties.

Notwithstanding any other provisions of these Bylaws or the Certificate of Incorporation of this Corporation, the Corporation is organized exclusively for one or more charitable purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section

170(c)(2) of the Code, or the corresponding section of any future Federal tax code.

**SECTION 2. Name:** The name of the corporation shall be as provided in its Certificate of Incorporation and is currently the Columbia County Land Bank Corporation.

**SECTION 3. Seal:** The Corporation's seal shall be in the form of a circle and shall bear the name of the Corporation and the year of its organization, surrounding the picture of Columbia personified, holding a white dove and a book of law with a ship and stagecoach hearken back to the county's early forms of transportation as depicted on the seal for Columbia County. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

**SECTION 4. Office:** The office of the Columbia County Land Bank shall be located in Columbia County at such location as designated by the Board of Directors (the "Board").

**ARTICLE II  
BOARD OF DIRECTORS**

**SECTION 1. Power of Board:** The Corporation shall be overseen and governed by the Board who shall exercise oversight and control over the officers and staff of the Corporation. The Board shall have all powers conferred on Boards of not-for-profit corporations pursuant to New York State law, or any other law that is applicable to the Corporation.

**SECTION 2. Number of Directors, Qualifications, Election and Term of Office:**

(a) Number of Directors: The Board shall consist of seven (7) members (each a "Director"). The size of the Board may be increased or decreased with the approval of the Columbia County Board of Supervisors (the "Board of Supervisors"); provided, however, that the Board shall have an odd number of Directors, and shall not be less than seven (7) members nor more than fifteen (15) members.

(b) Qualifications: All members of the Board shall be residents or have their primary place of business in the County of Columbia. Each Director shall be at least eighteen (18) years of age. Any public officer, municipal employee, or appointed officer shall be eligible to serve as a Director and the acceptance of the appointment shall neither terminate nor impair such public office.

(c) Term of Office: Members of the Board shall serve a two (2) year term. Each Director shall serve until his or her successor has been appointed as set forth in Section 3.

(d) Election: Directors shall be nominated by the Board and appointed by the Board of Supervisors, with such Directors serving at the pleasure of the Board of Supervisors. The appointment and reappointment of all Directors shall occur at the commencement of every two (2) years. Directors shall be deemed holdovers until such action has occurred.

**SECTION 3. Vacancies:** Any vacancy on the Board shall be filled by a vote of the Board of Supervisors upon the recommendation of the Chairman of the Board of Supervisors. A Director elected or appointed to fill a vacancy shall hold office as directed by the Board of Supervisors and until such Director's successor is elected or appointed and qualified in accordance with these Bylaws.

**SECTION 4. Independence:**

(a) No Director, including the Chairman of the Board shall serve as the Corporation's Executive Director, Chief Operating Officer, Chief Financial Officer, Comptroller, or hold any other equivalent executive position or office while also serving as a Board Member.

(b) In compliance with Section 2825 of the New York Public Authorities Law (the "Public Authorities Law"), the majority of the Board shall be independent, as such term is defined in paragraph (c) below.

(c) For the purposes of these Bylaws, an "Independent Director" is one who:

(i) is not, and in the past two (2) years has not been employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and;

(iv) is not, and in the past two (2) years has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

(d) In accordance with Section 2825(3) of the Public Authorities Law, Board members, officers, and employees of the Corporation shall file annual financial disclosure statements with the Columbia County board of ethics.

## **SECTION 5. Resignation and Removal of Directors:**

(a) Any Director of the Corporation may resign at any time on delivery of written notice to the Chairperson or the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any Director may be removed for neglect of duty or misconduct in office or may be removed pursuant to any other provision of New York law, by no less than a majority vote of the remaining members of the Board. Following the affirmative vote of the Board to remove a Director, a petition for removal shall be submitted to the Legislature for approval. In the event of a removal of any such Director, the Chairman of the Board of Supervisors shall select and recommend to the Board of Supervisors a successor Director to serve the remaining term of the removed Director he or she replaces. Any person removed under the provisions of this paragraph shall be ineligible for reappointment to the Board unless each such reappointment is confirmed by the Board of Supervisors.

(c) Any Director who does not participate in thirty three percent (33%) of Board meetings that occur during his or her term as calculated on a trailing twelve (12) month basis may be removed in accordance with the procedures outlined above in Article II, Section 5, part (b).

## **ARTICLE III**

### **MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 1. Conduct of Meetings:** At each meeting of the Board, the Chairperson shall preside. The Secretary as designated by resolution shall act as Secretary of the Board. In the event the Chairperson shall be absent from any meeting of the Board, the Vice Chairperson shall preside. In the event the Secretary shall be absent from any meeting of the Board, the Directors at the meeting shall select via voice vote an alternative Member to serve as such. All meetings of the Board shall be open to the public in and conducted in accordance with the New York Open Meetings Law ("OML").

**SECTION 2. Place of Meetings:** The Board shall hold its meetings in Columbia County, New York, or at such place or places within or without the State of New York as the Board may from time to time by resolution determine. The Board may go into executive session as permitted by OML §105. Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board, or such committee may participate in such meeting by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting so long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board or any committee thereof, as the case may be, including the ability to propose, object to and vote upon specific actions to be taken by the Board or such committee.

**SECTION 3. Annual Meetings:** The Annual Meeting of the Board shall be held in March or in such other month as the Board determines. At the annual meeting, the Directors shall elect officers and transact such other business as may properly come before the meeting.

**SECTION 4. Regular Meetings of Directors:** Regular meetings of the Board may be held at such place or places within Columbia County, New York as the Board may from time to time by resolution determine. Public notice shall also be conspicuously posted at the Land Bank's current office and on the Land Bank's website at least 72 hours before such meeting.

**SECTION 5. Special Meetings:** Special Meetings of the Board may be called by the Chairperson or by any Director upon written demand of a majority of the Directors. Notice of the Special Meeting must be in writing by electronic mail and must be posted on the website at least 72 hours before the meeting is to convene.

The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or if he fails to do so within five (5) business days thereafter, any Director signing such demand may give such notice. Notice shall be given by electronic mail or regular mail, and shall state the purposes, time and place of the meeting.

Special meetings shall not occur less than two nor more than three months from the date of written demand. Such notice shall be given, to the extent practicable, to the news media and shall be conspicuously posted in one or more designated public locations at a reasonable time prior thereto.

**SECTION 6. Notices of Meetings to the Board:** To the extent possible, written notice of any change to the regular calendar meetings of the Board shall be provided to the Directors at least ten (10) days prior to the date set for such meeting. Notice thereof shall state the date, time and place of the meeting and, in the case of a special meeting, the purpose for holding such meeting and name the Trustees who called for the special meeting.

**SECTION 7. Waivers of Notice:** Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. The waiver of notice may be written or electronic. If written, the waiver must be executed by the applicable Director by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and must contain or be accompanied by information reasonably showing that the transmission was authorized by the Director. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

**SECTION 8. Quorum:** A majority of the members of the Board, not including vacancies, shall constitute a quorum for the conduct of business. All actions of the Board shall be approved by the affirmative vote of a majority of the members of that Board present and voting unless otherwise required in these Bylaws.

**SECTION 9. Action by the Board:** Each member of the Board shall have one vote. All actions of the Board shall be approved by the affirmative vote of a majority of the members of that Board present and voting; provided, however, no action of the Board shall be authorized on the following matters unless approved by a majority of the total Board membership:

(a) adoption of bylaws and other rules and regulations for conduct of the land bank's business;

(b) hiring or firing of any employee or contractor of the land bank. This function may, by majority vote of the total Board membership, be delegated to a specified officer or committee of the land bank, under such terms and conditions, and to the extent, that the Board may specify;

(c) the incurring of debt;

(d) adoption or amendment of the annual budget; and

(e) sale, lease, encumbrance, or alienation of real property, improvements, or personal property.

**SECTION 10. Compensation:** The Board shall receive no compensation for their service as Directors but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties, annual training, on-going development and/or conducting research.

**SECTION 11. Annual Reports:** The Chairperson and the Treasurer shall prepare and present no less than 60 days and not more than 90 days after the end of its fiscal year, such annual reports, as required by Section 519 of the New York Not-For-Profit Corporation Law (the "NPCL"), and Section 2800 of the Public Authorities Law and Section 1612 of the NPCL. The annual report required by the Public Authorities Law and Section 1612 of the NPCL shall be approved by the Board and submitted to the state Authorities Board Office, the Chairman of the Columbia County Board of Supervisors, and filed with the minutes of the annual meeting of the Board. The financial reports required by the above laws, shall be verified by the Chairperson and Treasurer and certified by a firm of independent accountants selected by the Board.

**SECTION 12. Annual Self-Evaluation:** Pursuant to Section 2824-a of the Public Authorities Law, the Board must provide the state independent Authorities Budget Office with a mission statement and proposed measurements report that describes the purpose and goals of the authority, a description of the stakeholders, its reasonable expectations of the Corporation, and a list of measurements by which performance of the Corporation and achievement of its goals will be evaluated. The Corporation must publish a self-evaluation annual based on the stated measurements.

**SECTION 13. Conflicts of Interest; Related Party Transactions:**

(a) No member of the Board or employee of the Corporation shall acquire any interest, direct or indirect, in real property of the Corporation, in any real property to be acquired by the Corporation, or in any real property to be acquired from Corporation. No member of the Board or employee of the Corporation shall have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used by a land bank.

(b) The Corporation shall not enter into any Related Party Transaction (as such there is defined herein) unless such transaction is approved in accordance with the Corporation's conflict of interest policy.

(c) As used in these Bylaws, the following terms shall have the meanings set forth

"Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party (as such term is defined herein) has a financial interest and in which the Corporation or any Affiliate of the Corporation is a participant, except that a transaction shall not be a Related Party Transaction if (i) the transaction or the Related Party's financial interest in the transaction is de minimis, (ii) the transaction would not customarily be reviewed by the Board of the Corporation or by boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

"Related Party" means any (i) any Director, Officer or Key Person of the Corporation or any Affiliate of the Corporation, (ii) any Relative of any individual described in clause (i) of this definition, or (iii) any entity in which any individual described in clauses (i) or (ii) of this definition has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

"Key Person" means any person, other than a Director or Officer, whether or not an employee of the Corporation, who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors or Officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expense of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

"Affiliate" of the Corporation means any entity controlled by, or in control of, the Corporation.

"Relative" of an individual means his or her spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren and the spouse or domestic partner of his or her brothers, sisters, children, grandchildren and great-grandchildren.

**SECTION 14. Annual Training:** Pursuant to Section 2824 of the Public Authorities Law, within one year of appointment to the Board, each Member must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as Directors. Board members shall participate in continued training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation.

## **ARTICLE IV OFFICERS**

**SECTION 1. Number:** The officers of the Corporation shall consist of a Chairperson/President, Vice-Chairperson/Vice-President, Secretary, and Treasurer, and such other officers as the Board, may, in its discretion, elect. No employee of the Corporation shall serve as Chairperson/President of the Board or hold any similar responsibilities unless not less than two-thirds of the total membership approve such appointment. Any two or more offices may be held by the same person, except the offices of Chairperson/President and Secretary.

### **SECTION 2. Duties**

(a) **Chairperson/President of the Board:** The Chairperson/President of the Board will preside at all regular, annual and special meetings of the Board. The Chairperson/President is charged with the general responsibility of carrying out the policies of the Board between meetings of said Board. In general, he/she shall supervise the business and affairs of the Corporation, and in general shall perform all duties incident to the office of

Chairperson/President and such other duties as may be prescribed by the Board from time to time.

The Chairperson/President shall sign, as authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in those instances where approval of others or the signature of others is expressly required or designated by these Bylaws, authorized by a resolution adopted by the Board, or by any law of the State of New York.

(b) **Vice Chairperson/Vice-President:** In the absence of the Chairperson/President or in the event of his/her inability, removal, or refusal to act, the Vice Chairperson/Vice-President shall perform the duties of the Chairperson/President, and when so acting, shall have all the powers of and be subject to all restrictions placed upon the Chairperson/President. The Vice Chairperson/Vice-President shall perform such duties as from time to time may be assigned to him/her by the Chairperson/President or by the Board.

(c) **Treasurer:** The Treasurer or his/her Board-approved designee shall receive, hold and be responsible for all financial matters and funds of the Corporation and shall deposit said funds in the name of the Corporation in such banks or banking institutions as directed to by the Board and Corporation staff. The Treasurer shall keep a true and accurate account of all receipts and disbursements and said books of account shall be open to inspection of any Director at the office of the Corporation upon request. The Treasurer shall also perform all other duties customarily incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Board.

(d) **Secretary:** The Secretary shall keep an accurate record of all proceedings of the meetings of the Board. The Secretary shall also be responsible for proper safe keeping of the papers and correspondence of the Corporation and as custodian of the corporate records, shall insure that the Corporation remains in good standing under the laws of the State of New York, reporting on that subject to the Chairperson. Further, the Secretary shall with the Chairperson execute any formal documents requiring the presence of the corporate seal. The Secretary shall give notice to the Directors of their respective meetings and shall generally perform all duties usually appertaining to the office of Secretary. The Board may designate an assistant secretary.

**SECTION 3. Election:** All officers of the Corporation shall be elected at the annual meeting of the Board. An individual may be reelected to the same officer position.

**SECTION 4. Term of Office:** All officer shall serve a one-year term and shall hold office until their successors have been duly appointed or until removed as hereinafter provided.

**SECTION 5. Additional Officers:** Additional officers may be selected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.



**SECTION 6. Resignation:** Any officer may resign at any time by giving written notice to the Chairperson or the Secretary. Any such resignation shall take effect upon receipt of said notice, or the effective date in said notice.

## **ARTICLE V EXECUTIVE DIRECTOR**

**SECTION 1. Executive Director.** The Corporation may select and retain an Executive Director..

**SECTION 2. Duties and Responsibilities of Executive Director:** The Executive Director shall report to the Chair of the Board of the Corporation, and at the regular meetings of the Board. He or she shall have general supervision and management of the Corporation and all Corporation staff and employees shall report directly to the Executive Director. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director shall:

(a) Cosign all purchase orders and instruments and check over certain dollar thresholds as is established by the Corporation's procurement policy, or by resolution of the Board;

(b) Prepare the annual budget of the Corporation with the consultation and cooperation of the Audit and Finance Committees and the Chairman of the Board, for submission to the Board for approval;

(c) Lead the Corporation to carry out its Mission Statement and fulfill its public purposes;

(d) Serve as the Corporation's "Compliance Officer" (as such term is defined in Section 2895 of New York's Public Authority Law) responsible for ensuring that the Corporation complies with all financial and other reporting requirements imposed by law, including those requirements in the General Municipal Law and Public Authorities Law of New York State; and

(e) Perform all other duties customarily incident to the office of the Executive Director of a not-for-profit corporation, New York State land bank and local public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

## **ARTICLE VI COMMITTEES**

**SECTION 1. Executive Committee.**

The Executive Committee shall consist of the Chairperson, Secretary, Treasurer, and such other Directors appointed as members by the Board. The Board may delegate to such Committee any of the powers and authority of the Board in the management of the business

and affairs of the Corporation, except with respect to:

- (a) the filling of vacancies in the Board or in any committee;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) the amendment or repeal of any resolution of the Board that by its express terms is not so amendable or repealable;
- (d) the election or removal of officers and Directors; (e) the approval of a merger or plan of dissolution;
- (e) the authorization of a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation;
- (f) the approval of any amendment to the Certificate of Incorporation;
- (g) adoption of Bylaws and other rules and regulations for conduct of the land bank's business;
- (h) hiring or firing of any employee or contractor of the land bank. This function may, by majority vote of the total Board membership, be delegated to a specified officer or committee of the land bank, under such terms and conditions, and to the extent, that the Board may specify;
- (i) the incurring of debt;
- (j) adoption or amendment of the annual budget; and
- (k) sale, lease, encumbrance, or alienation of real property, improvements, or personal property.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below three (3), the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. Meetings of the Executive Committee shall be conducted in accordance with the OML. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

**SECTION 2. Committees of the Board.** In addition to the Executive Committee, the Board, by resolution adopted by a majority of the entire Board, may designate from among its members other committees of the Board consisting of three (3) or more Members. The committees of the Board shall have such authority of the Board as the Board shall by resolution provide, excluding those powers and authorities set forth in Article VI, Section 1 (a)-(1).

**SECTION 3. Committees of the Corporation.** The Corporation shall also have committees of the Corporation consisting of the following: Finance Committee, Acquisition and Disposition Committee, Audit Committee, and Governance Committee.

(a) The committees shall have such powers and authority delegated by the Board, excluding those powers and authorities set forth in Article VI, Section 1 (a)-(l).

(b) Members of committees of the board shall be appointed by not less than a majority vote of the Board, for a one (1) year term or, in the case of appointments due to vacancy(ies), from the time of appointment, and ending at the close of the fiscal year;

(c) Subject to the committee specific requirements outlined below, each committee must consist of at least three (3) Directors.

(d) The Chairs of all committees of the corporation shall be appointed by the Chairperson of the Board for a term beginning at the time of the appointment and ending at the close of the subsequent fiscal year.

**SECTION 4. Finance Committee.** The Finance Committee shall have not less than three Independent Directors, who shall constitute a majority on the committee. The Treasurer shall be the chair of the Finance Committee. A member is considered independent if they meet the criteria outlined in Article II, Section 4 of these Bylaws. The Finance Committee shall provide financial oversight for the organization, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

**SECTION 5. Acquisition and Disposition Committee:** The Acquisition and Disposition Committee shall provide oversight of the Corporation's acquisition and disposition of real property and make recommendations to the full board of directors and the Executive Director regarding the same.

**SECTION 6. Audit Committee.**

(a) The Audit Committee shall have not less than three Independent Directors, who shall constitute a majority on the committee. An Independent Director of the Audit Committee must also be a director who: (i) is not, and has not been within the last three (3) years, an employee or a Key Person of the Corporation or an Affiliate of the Corporation, and does not have a relative who is, or has been within the last three (3) years, a Key Person of the Corporation or an Affiliate of the Corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate of the Corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an Affiliate of the Corporation if the amount paid by the Corporation to the entity or received by

the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three (3) years.

(b) The Audit Committee shall oversee the accounting and financial reporting processes of the Corporation. The Audit Committee shall annually retain an independent auditor to conduct an independent annual audit report preformed in accordance with the Public Authorities Accountability Act (PAAA), and upon the completion thereof, review the results of the Audit and any related management letter with the auditor.

**SECTION 7. Governance Committee.** The Governance Committee shall have not less than three Independent Directors, who shall constitute a majority on the committee. A member is considered independent if they meet the criteria outlined in Article II, Section 4 of these Bylaws. The Governance Committee shall keep the Board informed of current best governance practices; review corporate governance trends; recommend updates to the Corporation's corporate governance principles; advise appointing authorities on the skills and experiences required of potential board members; examine ethical and conflict of interest issues; perform board self-- evaluations; and recommend revisions to these Bylaws.

**SECTION 8. Other Committees.** The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other committees of the corporation consisting of three (3) or more Members, which can make recommendations to the entire Board. The committees of the corporation shall have such authority as the Board shall by resolution provide, excluding those powers and authorities set forth in Article VI, Section 1 (a)-(1).

**SECTION 9. Meetings and Action of Committees.** Unless otherwise provided by these Bylaws, meetings of committees shall be held at such time and place as shall be fixed by the respective committee Chair or by vote of a majority of all of the members of the committee. Written minutes of the proceedings of all meetings of each committee shall be kept by a Member appointed by the committee Chair and shall be reported at the next regular meeting of the Board. Meetings of committees of the Board shall be conducted in accordance with the OML and open to the public.

**SECTION 10. Quorum and Manner of Acting:** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction for business and the vote of a majority of all the members of the committee shall be an act of the committee. The Board may adopt rules and regulations pertaining to the conduct of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

**SECTION 1. Execution of Contracts:** The Board, except as otherwise provided in these Bylaws and Article 16 of the NPCL, may authorize any officer or officers, agent or agents in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument and such authority may be general or confined to specific instances but, unless so authorized by the Board or expressly authorized by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable financially in any amount for any purpose.

**SECTION 2. Loans:** No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

**SECTION 3. Checks, Drafts, etc.:** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, shall be signed by the Executive Director, Chair or Treasurer on behalf of the Corporation in such manner, from time to time, be determined by these Bylaws, by the Corporation's procurement policy, or by resolution of the Board.

**SECTION 4. Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories or in such other investments as the Board may select.

## **ARTICLE VIII**

### **INDEMNIFICATION & INSURANCE**

**SECTION 1. Indemnification:** Every Director, Officer and employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, Officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Officer, or employee of the Corporation, or any settlement thereof, so long as such Director, Officer or employee (a) acted in good faith, for a purpose which he/she reasonably believed to be in the best interests of the Corporation and, in a criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful; and (b) is not adjudged therein to be liable for negligence or misconduct in the performance of her/his duties; provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation and in accordance with the Corporation's Defense and Indemnification Policy. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such Director, Officer or employee is entitled.

**SECTION 2. Insurance:** The Corporation is not required to purchase Directors' and Officers' liability insurance, but the Corporation may purchase such insurance if authorized

and approved by the Board. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, Officers, Employees, or Volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

## **ARTICLE IX GENERAL**

**SECTION 1. Loans to Directors and Officers:** No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest.

**SECTION 2. Books and Records:** These shall be kept at the office of the Corporation: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of the Board and the standing and special Committees of the Corporation; (3) a current list of the Directors and the Officers of the Corporation and their residence addresses; (4) a copy of these Bylaws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service (if applicable); (6) copies of the past three years information returns to the Internal Revenue Service (if applicable). Any other books and records required by law to be kept by the Corporation.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the Corporation shall commence on January 1 of each calendar year and end on the last day of December.

## **ARTICLE XI NON-DISCRIMINATION, AFFIRMATIVE ACTION, LOBBYING**

**SECTION 1. Non-Discrimination & Affirmative Action Policy.** The Corporation shall not discriminate upon the basis of race, creed, color, sex, or national origin in the sale, lease, or rental or in the use or occupancy of the property or improvements erected or to be erected thereon or any part thereof. The Board shall adopt, by resolution a formal non-discrimination and affirmative action policy.

**SECTION 2. Lobbying Policy.** The Board shall make a record of any lobbyist contract and adopt policies for implementing this requirement and may not be used to impose liability on a corporate Director, office employee or agent. An officer, Director or employee acting in accordance with any emergency Bylaws is only liable for willful misconduct.

## **ARTICLE XII DISTRIBUTION AND COMPENSATION**

**SECTION 1. Dividends.** No dividend may be paid, nor may any part of the income or profit of the Corporation be distributed, to its members, Directors, or officers.

**SECTION 2. Compensation.** The Corporation may pay compensation in a reasonable amount to its staff or officers for services rendered, and upon dissolution or final liquidation, may make distributions as permitted under New York Law. Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

## **ARTICLE XIII TRANSACTION OF BUSINESS**

**SECTION 3.** The Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of a majority of the Board.

**SECTION 4.** Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the corporation.

## **ARTICLE XIV AMENDMENTS**

As provided in the Certificate of Incorporation, the Bylaws of the Corporation may be adopted, amended or repealed at any regular meeting of the Board upon affirmative vote of a majority of the entire Board and only after advance notice of at least ten (10) days has been given to all Board members and to the Chair of the Columbia County Board of Supervisors.