

**BY-LAWS
OF
THE WASHINGTON COUNTY LOCAL DEVELOPMENT CORPORATION**

Article I - Name, Purposes, Powers & Offices

1. The name of the Corporation shall be: "The Washington County Local Development Corporation" ("Corporation").
2. The purposes of this Corporation shall be as set forth in the Certificate of Incorporation, as amended from time to time.
3. The powers of this Corporation shall be as set forth in the Certificate of Incorporation, as amended from time to time.
4. The principal office of the Corporation shall be as set forth in the Certificate of Incorporation, as amended from time to time. The Corporation may also have offices at such other places within or without the State as the Board may from time to time determine by resolution.

Article II - Membership/Voting

1. (a) The members of the Corporation shall be the following organizations: all of the Towns within Washington County, namely, Argyle, Cambridge, Dresden, Easton, Fort Ann, Fort Edward, Granville, Greenwich, Hampton, Hartford, Hebron, Jackson, Kingsbury, Putnam, Salem, White Creek and Whitehall ("Member(s)").
- (b) The person entitled to vote on behalf of the Member shall be the Town's representative on the Washington County Board of Supervisors ("Board of Supervisors") as duly appointed and qualified from time to time, and shall be known as the Voting Member.
- (c) Any Voting Member who resigns as a Director of the Corporation while retaining the position of Supervisor, may appoint a replacement as a Voting Member and Director of the Corporation for the duration of the Supervisor's term.
- (d) Should the Supervisor's appointed replacement on the Board of Directors resign, the Supervisor shall automatically become a Voting Member and Director of the Corporation until the Supervisor appoints a new representative.

- (e) If any individual vacates his/her position on the Board of Supervisors for any reason, his/her Voting Membership or the Voting Membership of the Supervisor's appointed replacement shall automatically cease concurrently with said vacating, without the need for any official action by this Corporation or any other party.
 - (f) New representatives on the Board of Supervisors as may from time to time be duly appointed and qualified shall automatically become Voting Members of this Corporation concurrently with said qualification, without the need for any official action by this Corporation or any other party.
 - (g) The Secretary shall keep a list of all present and past Voting Members, their addresses and their terms as Voting Members, which record shall be the official record of Voting Members of the Corporation, and shall be the evidence of such voting membership.
2. At any meeting of members, every Voting Member having the right to vote shall be entitled to vote in person or by proxy. Each Voting Member shall be entitled to one (1) vote.
 3.
 - (a) No Voting Member shall violate these By-Laws or act in such a way as to intentionally prejudice the interests of the Corporation or conflict with its power or purposes. The Corporation shall be not-for-profit, and all income and earnings of the Corporation shall be used exclusively for the Corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of the corporate property or assets be made to any member or private person, partnership, corporation, or other business entity, or any other private interest, except in accord with the Not-For-Profit Corporation law of the State of New York as amended (hereinafter referred to as the Not-For-Profit Corporation Law), the Certificate of Incorporation and these By-Laws.
 - (b) A Voting Member may be expelled for cause, for violation of the provisions of Paragraph 3(a) hereof, at any regular or special meeting, upon the vote of a plurality of the total voting membership of the Corporation.
 4. The Voting Members shall have such duties and powers as are set forth in the Not-For-Profit Corporation Law, the Certificate of Incorporation and these By-Laws.
 5. The Voting Members shall receive no compensation for their services, but shall be entitled to the necessary expenses, including but not limited to travel expenses, incurred in the discharge of their duties.

Article III - Meetings of Members

1. (a) The members shall have an Annual Meeting which shall take place during the month of January in each year. The date, time and location of the Annual Meeting shall be as determined by the Board and stated in the notice of the Annual Meeting sent to all Voting Members.

(b) The notice for the Annual Meeting shall be the same as for special meetings of the members.
2. (a) A majority of the members may determine to set regular meetings of the members, at such date(s), time(s) and location(s) as the members shall determine.

(b) The notice for any such regular meeting shall be the same as for special meetings of the members.
3. (a) The Board of Directors of the Corporation, or ten percent (10%) of the Voting Members of the Corporation, may determine to call a special meeting(s) at such date(s), time(s) and location(s) as they shall determine. If the Voting Members call a special meeting, the call must be written and signed by ten percent (10%) or more of the Voting Members.

(b) Notice for each special meeting shall be given in accord with Sections 603 and 605 of the Not-For-Profit Corporation Law.
4. At an annual or regular meeting, the members may consider any matter brought before them. At a special meeting, the members may consider only those matters specified in the notice, unless all of the Voting Members present at that meeting determine to consider a matter not set forth in the notice.
5. Any Voting Member may authorize another person(s) to act for him/her by execution of a written proxy statement. Each proxy statement must be signed by the Voting Member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Each proxy shall be revocable at the pleasure of the Voting Member executing it, except as otherwise provided by law.
6. Notice of meeting need not be given to any Voting Member who submits a signed Waiver of Notice, in person or by proxy, either before or after the meeting. The attendance of any Voting Member at a meeting, in person or by proxy, without protesting the lack of due notice of such meeting prior to the conclusion of the meeting, shall constitute a Waiver of Notice by such Voting Member.
7. A majority of the Voting Members shall constitute a quorum.

Article IV - Directors/Voting

1. There shall be seventeen (17) Directors of the Corporation, one Director from each Town in Washington County. The Director shall be the Town's representative on the Washington County Board of Supervisors ("Board of Supervisors") as duly appointed and qualified from time to time.
2. Any Director who resigns from the Corporation while retaining the position of Supervisor may appoint a replacement as a Director of the Corporation for the duration of the Supervisor's term.
3. Should the Supervisor's appointed replacement on the Board of Directors resign from the Corporation, the Supervisor shall automatically become a Voting Member and Director of the Corporation until the Supervisor appoints a new representative.
4. (a) If any individual vacates his/her position on the Board of Supervisors for any reason, his/her Directorship or the Directorship of the Supervisor's appointed replacement shall automatically cease concurrently with said vacating, without the need for any official action by this Corporation or any other party.

(b) New representatives on the Board of Supervisors as may from time to time be duly appointed and qualified shall automatically become Directors of this Corporation concurrently with such qualification, without the need for any official action by this Corporation or any other party.
5. Each Director shall be entitled to one (1) vote.
6. Each Director shall be an individual of twenty-one (21) years of age or older, and a Voting Member of the Corporation.
7. A Director may resign by presenting a letter of resignation to the Secretary of the Corporation, or to the President of the Corporation if the resigned Director holds the position as Secretary.
8. All the powers and duties of the Corporation as set forth in the Certificate of Incorporation, these By-Laws and the Not-For-Profit Corporation Law shall be vested in the Board of Directors, which shall manage the Corporation.
9. Directors shall receive no compensation for their services, but shall be entitled to the necessary expenses, including but not limited to travel expenses, incurred in the discharge of their duties.

Article V - Meetings of Directors

1. (a) The Board of Directors may by Resolution determine to hold an Annual Meeting during the month of January.

(b) Notice for the Annual Meeting shall be the same as for special meetings.
2. (a) The Board of Directors may establish regular meetings and may set the date(s), time(s) and location(s) therefor.

(b) Notice for the regular meetings shall be the same as for special meetings.
3. (a) A special meeting may be called by the Chairman, Vice Chairman, President, Vice President or by the Board of Directors. If a special meeting is called by the Board of Directors, the call must be written and signed by at least a majority of the total Board of Directors.

(b) Notice of each special meeting shall be written and shall state the date, time and location of the meeting, and the purpose(s) for which the meeting is called. The notice shall be personally delivered or mailed to Directors not more than three (3) weeks and not less than five (5) days before the date of the meeting.
4. Notice of meeting need not be given to any Director who submits a signed Waiver of Notice, in person or by proxy, either before or after the meeting. The attendance of any Director at a meeting, in person or via videoconference, without protesting the lack of the due notice of such meeting prior to the conclusion of the meeting, shall constitute a Waiver of Notice by such member.
5. At an annual or regular meeting, the Board of Directors may consider any matter brought before it. At a special meeting, the Board of Directors may consider only those matters specified in the notice, unless all of the members present determine to consider a matter not set forth in the notice.
6. The Board of Directors shall determine the date, time and location of all annual, regular and special Board of Directors meetings.
7. (a) Any one or more of the Directors may participate in any Board of Directors meeting or any meeting of any committee thereof by means of a video conference communications equipment that allow all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

8. A majority of the Directors shall constitute a quorum of the Board of Directors.

Article VI - Committees

1. The Board of Directors may create an Executive Committee to consist of at least three (3) Directors, and may grant it such powers as it deems warranted provided, however, that any such action must be in compliance with the terms of the Not-For-Profit Corporation Law.
2. The Board may create a Loan Review Committee to review and recommend to the Board of Directors loans to companies located or to be located within the Corporation's jurisdiction, and such other special committees as it deems desirable and may grant them such powers as it deems warranted.
3. The Board may create an audit committee to recommend to the board the hiring of a certified independent accounting firm, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit. In addition, the audit committee should have responsibility over a system of internal controls, issues related to financial practices, and special investigations regarding fraud, waste or abuse of Corporate assets.
4. The Board may create a governance committee to keep the board informed of current best governance practices, to review corporate governance trends, to update the authority's corporate governance principles, and to advise the appointing authorities on the skills and experiences required of potential board members. In addition, the governance committee should have responsibility over the development and review of Corporate policies to address transparency, independence, accountability, fiduciary responsibilities, and management oversight. The governance committee should make recommendations to the Board of directors for committees to be created and recommendations for board member education, orientation and training.
5. A majority of the total membership of a committee shall constitute a quorum.

Article VII - Officers

Board Officers

1. The board of directors shall have the following officers: Chairman and Vice Chairman.
2. Chairman. The Chairman shall preside at all meetings of the Corporation. Except as otherwise authorized by resolution of the Corporation, the Chairman shall sign all agreements, contracts, deeds, and any other instruments of the Corporation. At each meeting the Chairman shall

submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Corporation.

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.

Corporate Officers

1. (a) The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time appoint.
(b) The Corporation may have more than one Vice President, an Assistant Secretary and/or an Assistant Treasurer.
2. (a) **President**. The President shall not be a member of the board of directors. The President shall be the Chief Executive Officer of the Corporation. He/she shall oversee the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall have the power to make and execute contracts in the ordinary business of the Corporation for and in the name of the Corporation; to execute with the Secretary all deeds, mortgages, bonds, certificates of membership and other obligations or instruments which are authorized by the Board of Directors and in accord with the Certificate of Incorporation, By-laws and Not-For-Profit Corporation Law. He shall perform such other duties as the Board of Directors may prescribe or designate.
(b) **Vice President**. The Vice President shall not be a member of the board of directors. The Vice President shall act for the President and shall have all the powers and perform all the duties of the President during the absence or disability of the President. The Vice President shall also perform such duties as the Board may prescribe or designate.
(c) **Secretary**. The Secretary may be a member of the board of directors. The Secretary shall be responsible for the minutes and resolutions of the Board and the members. He/she shall be responsible for the giving and serving of all notices of meetings of the members and the Board of Directors. He/she shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized to do so by the Board of Directors. He/she shall have charge of the corporate records and such other books and papers as the Board of Directors may direct. He/she shall be responsible for maintaining a written record containing the names, addresses and terms of office of all present and past members, Directors and officers of the Corporation. He/she shall perform or cause to be performed all duties usually incident to the office of Secretary, and such other duties as may from time to time be prescribed or designated to him/her by the Board of Directors.

- (d) Assistant Secretary. The Assistant Secretary may be a member of the board of directors. During the absence or disability of the Secretary, the Assistant Secretary shall have all of the powers and functions of the Secretary and shall perform such other duties as may be prescribed or designated by the Board of Directors.
- (e) Treasurer. The Treasurer shall not be a member of the board of directors. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit or cause to be deposited said funds in the name of the Corporation in such bank or trust company as the Directors may determine. He/she shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and shall render, or cause to be rendered, financial statements of the Corporation upon request of the Board of Directors. He/she shall cause to be prepared and filed, any annual report(s) or statement(s) which may be required by law and shall executed the same with the President or Vice President as may be required. He/she shall execute such contracts on behalf of the Corporation as he/she is authorized to execute on behalf of the Board of Directors. He/she shall at all reasonable times exhibit or cause to be exhibited his/her books and accounts to any Director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. He/she shall prepare, or cause to be prepared, an annual audit of the accounts of the Corporation and present, or cause to be presented, such audit in writing at the Annual Meeting of the members, at which time he/she shall also present, or cause to be presented, an Annual Report setting forth in full the financial condition of the Corporation. He/she shall perform such other duties as the Board of Directors may prescribe or designate.
- (f) Assistant Treasurer. The Assistant Treasurer shall not be a member of the board of directors. The Assistant Treasurer shall have the powers and functions of the Treasurer during the absence or disability of the Treasurer. He/she shall perform such other duties as the Board of Directors may prescribe or designate.

Board and Corporate Officers

1. (a) At the first Board of Directors meeting following the Annual Meeting of the members, a majority of the Board shall adopt a resolution appointing the board and corporate officers as set forth in this Article VII for the upcoming year.
 - (b) Officers shall be appointed for one (1) year terms and shall hold office until their successors have been elected and qualified.
2. If a vacancy occurs in the position of any officer, the Board of Directors shall similarly appoint a successor at the next Board of Directors meeting, which successor shall serve until the expiration of the term of that office.

3. (a) An officer may withdraw from that position by submission of a written resignation to the Secretary, or in the case of the Secretary, to the Chairman of the Corporation.
- (b) At any time, the Board of Directors may remove an officer with or without cause by resolution of a majority of the members of the Board of Directors.
6. Officers, which are directors and/or members of the corporation, shall receive no compensation for their services, but shall be entitled to the necessary expenses, including but not limited to travel expenses, incurred in the discharge of their duties.

Article VIII - Fees, Dues and Assessments

1. The Board of Directors shall have the power to impose by resolution, initiation fees, dues and/or assessments on any voting or non-voting members of the Corporation, and to impose fines or other penalties for violation of the corporate rules and regulations.
2. The Board of Directors shall have the power to set by resolution, provisions necessary to enforce the collection of fees, dues, assessments, fines and/or other penalties, including provisions for the termination of membership upon nonpayment and provisions for reinstatement of membership upon payment.

Article IX - Indemnification

1. The Board of Directors may by resolution from time to time provide for indemnification of any Director(s) and/or officer(s) in accord with the provisions of Article VII of the Not-For-Profit Corporation Law.

Article X - Corporate Seal

1. The seal of the Corporation shall be circular in form bearing the words and date as follows:

WASHINGTON COUNTY LOCAL DEVELOPMENT CORPORATION
Fort Edward, New York
Corporate Seal

Article XI - Amendment

1. These By-Laws may be amended, modified or repealed by a vote of a majority of the Voting Members, provided that written notice of the proposed amendment, modification or repeal and the proposed text thereof is mailed or personally delivered to the Voting Members or Board of Directors as the case may be not less than ten (10) nor more than thirty (30) calendar days prior to the date of such meeting.
2. In the case of such an amendment, modification or repeal, a written notice to the Voting Members and the Board of Directors stating the full text thereof shall be personally delivered or mailed within thirty (30) calendar days after the date of the meeting effecting the change.

Revised 4/24/07

Effective: _____

Gayle A. Hall, Secretary