

**CITY OF HORNELL INDUSTRIAL  
DEVELOPMENT AGENCY**



**BY LAWS**

**AS AMENDED MARCH 25, 1994**

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**BYLAWS**  
**OF**  
**CITY OF HORNELL INDUSTRIAL DEVELOPMENT AGENCY**

**ADOPTED 6 NOV 1974**

**AS AMENDED 25TH MARCH 1994**

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**ARTICLE 1**  
**THE AGENCY**

**SECTION 1. NAMES.**

The Name of the Agency shall be "City of Hornell 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.

**SECTION 3. OFFICE OF AGENCY.**

The Office of the Agency shall be at the Chamber of Commerce Bldg., 40 Main Street, Hornell, 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**

**OFFICERS**

**SECTION 1. OFFICERS**

The Officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer.

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### **SECTION 2. CHAIRMAN.**

The Chairman shall be a member of the Agency and preside at all meetings of the Agency. The Chairman shall sign all agreements, contracts, deeds and any other instruments on behalf of the Agency, except as otherwise authorized or directed by resolution of the Agency. The Chairman shall submit his recommendations and such information as he shall deem pertinent concerning the business, affairs, and policies of the Agency, at such meeting.

### **SECTION 3. VICE CHAIRMAN.**

The Vice Chairman shall be a member of the Agency and 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 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. He shall keep all records of the Agency, shall act as Secretary at the meetings of the Agency, shall keep a record of all votes thereat. He shall record the proceedings of the Agency in a journal of proceedings to be kept for such purpose. He shall perform all duties incident to this office. He shall have custody of the seal of the Agency, and shall have the power to affix such seal to all contracts and other instruments authorized by the Agency to be executed.

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#### **SECTION 5. ASSISTANT SECRETARY.**

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary. In case of the resignation or death of the Secretary, the Assistant Secretary 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. He shall have the care and custody of all funds of the Agency and shall deposit all such funds in the name of the Agency in such bank or banks as the Agency may designate. The Treasurer shall sign all instruments of indebtedness, orders, and checks for payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Chairman or the Vice Chairman. The treasurer shall keep regular books of accounts showing all receipts and expenditures. He shall render to the Agency at each regular meeting an account of the financial transactions and the current financial condition of the Agency. He shall give such 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. He shall give such bond for the faithful performance of his duties as the Agency may determine.

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#### **SECTION 8. 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 its Bylaws, or by its rules and regulations.

#### **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 should 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 the unexpired term of said office.

#### **SECTION 11. MEMBERS OF THE AGENCY.**

The members of the Agency shall be appointed by the Mayor with the approval of the Common Council of the City of Hornell. The membership of the Agency shall consist of the Mayor of the City of Hornell or, in the event the Common Council shall not confirm the Mayor's appointment, a member of the Common Council shall be appointed in his place: the Chairman of the planning and Development Committee or, if the Common Council shall not approve of his appointment then a member of the Planning and Development Committee shall serve in his place. The term of office of the three (3) members of the Agency subject to reappointment shall be as follows:

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Members A: First term shall be for a period of one (1) year and each term thereafter shall be for a period of four (4) years.

Member B: First term shall be for a period of two (2) years and each term thereafter shall be for a period of four (4) years.

Member C: First term shall be for a period of (3) years, and each term thereafter shall be for a period of four (4) years.

#### **SECTION 12. 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 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 12th day of June at Two O'clock, (2:00 PM), at the regular meeting place of the Agency. In the event such day shall fall on a Saturday, Sunday or legal Holiday, the annual meeting shall be held on the next succeeding day that is not a Saturday, Sunday, or legal holiday.

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#### **SECTION 2. REGULAR MEETING.**

Regular meetings of the Agency may be held at such times and places as from time to time may be determined by the Agency.

#### **SECTION 3. SPECIAL MEETINGS**

The Chairman of the Agency may, when he 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 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 members of the Agency are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

#### **SECTION 4. EXECUTIVE SESSIONS.**

When determined by the Agency that any matter pending before it is confidential in nature, it may upon its own motion, establish an executive session and exclude non-members from such session.

#### **SECTION 5. 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 until the quorum is obtained.

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#### **SECTION 6. ORDER OF BUSINESS.**

At the regular meeting of the Agency, the following shall be the order of business.

1. Roll call.
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications.
4. Report of the Treasurer.
5. Reports of Committees.
6. Unfinished business.
7. New business.
8. Adjournment.

All resolutions shall be in writing and shall be recorded in the journal of the proceedings of the Agency.

#### **SECTION 7. MANNER OF VOTING.**

The voting on all questions coming before the Agency shall be by roll call, and the ayes 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 IV**

#### **AMENDMENTS**

##### **SECTION 1. AMENDMENTS TO BYLAWS**

The Bylaws of the Agency may be amended with approval of a majority of all the members of the Agency at a regular meeting or at a special meeting called for that purpose; but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Agency.



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### **BYLAWS**

#### **AMENDMENTS**

**FEBRUARY 7, 1977. ARTICLE 1. SECTION 3.** Amended to read.

The office of the agency shall be at 23 Main Street, Hornell, New York but the Agency may have other offices at such other places as the Agency may from time to time designated by resolution.

#### **BYLAWS AMENDED:**

FEBRUARY 7, 1993, ARTICLE I, SECTION 3, (Office Location)

MARCH 25, 1994, ARTICLE I, SECTION 3, (Office Location)

MARCH 25, 1994, ARTICLE II, SECTION 2, (Office Terms and Appointments of three Non-Elected Members)