

# THE AGENCY

BROOME COUNTY IDA / LDC

## BROOME COUNTY LOCAL DEVELOPMENT CORPORATION

### GOVERNANCE COMMITTEE MEETING

December 16, 2020 – 11:45 a.m.  
The Agency Conference Room, 2<sup>nd</sup> Floor  
FIVE South College Drive, Suite 201  
Binghamton, NY 13905

### AGENDA

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|---|----------|
| 1. Call to Order  | R. Bucci |
| 2. Accept the July 15, 2020 Governance Committee Meeting Transcript                   | R. Bucci |
| 3. Public Comment   | R. Bucci |
| 4. Resolution to Approve Additions, Corrections and/or Amendments to the BCLDC Bylaws | T. Gray  |
| 5. Adjournment  | R. Bucci |

**BYLAWS**  
**Of The**  
**BROOME COUNTY**  
**LOCAL DEVELOPMENT**  
**CORPORATION**

Adopted 9/13/2013

Amended date 11/15/2017

Amended date 3/20/2019

**ARTICLE I**  
**THE CORPORATION**

**SECTION 1: NAME.**

The name of the Corporation shall be "BROOME COUNTY LOCAL DEVELOPMENT CORPORATION".

**SECTION 2: OFFICES.**

The principal office of the Corporation shall be in the Town of Dickinson, County of Broome, and State of New York.

**SECTION 3: PURPOSE AND POWERS.**

- A. The purpose of the Corporation shall be to vigorously advance the prosperity, growth and economic development of the residents of Broome County by undertaking activities and projects within Broome County and the surrounding counties while always acting in a highly ethical, transparent and cost-effective manner.
- B. The powers of the Corporation shall include but not be limited to:
  - Accept grants or gifts;
  - Borrow money;
  - Make investments in and hold real and personal property;
  - Create and hold intellectual property;
  - Loan money or property;
  - Execute contracts;
  - Engage in partnerships or joint ventures;
  - Hire employees and vendors; and
  - Do anything else that may be necessary or proper to accomplish its purpose or that may be authorized by the Not

For Profit Corporation Law.

## **ARTICLE II BOARD OF DIRECTORS**

### **SECTION 1: APPOINTMENT.**

The strategic management of the Corporation shall be vested in its Board of Directors who shall be appointed by the Broome County Legislature (hereafter "Legislature").

### **SECTION 2: NUMBER OF DIRECTORS.**

The number of Directors shall be fixed by the Legislature but shall not be less than nine (9) voting members.

### **SECTION 3: INDEPENDENCE.**

Pursuant to the Public Authorities Law, the majority of the Directors shall be "Independent".

An Independent Director is one who:

- A. is not, and in the past two (2) years has not been, employed by the Corporation or the Legislature, or served as an elected Member of the Legislature;
- B. is not a parent, spouse, sibling or child of a current employee of the Corporation or the Legislature, or a current elected Member of the Legislature;
- C. is not, and in the past two (2) years has not been, employed by an entity that either received more than fifteen thousand dollars (\$15,000) for goods or services provided to the Corporation, or received other financial assistance valued at more than fifteen thousand dollars (\$15,000) from the Corporation; and
- D. 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, investments or any other similar actions of the Corporation.

#### SECTION 4: TERM OF DIRECTORS.

~~Following adoption of these Bylaws~~ Following appointment by the Legislature, Directors shall hold office for a term of three years or less. The Directors shall hold over in office after the expiration of their terms until their successors are appointed by the Legislature and then qualify by taking their oaths of office. three (3) Directors shall initially be appointed for a one (1) year term, three (3) Directors shall be appointed for a two (2) year term and three (3) Directors shall be appointed for a three (3) year term by the County Legislature.

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Thereafter the County Legislature shall appoint three (3) Directors per year each for three (3) year terms.

To the extent practicable, the County Legislature shall make all such term appointments in the month of December so the Agency is able to have its Annual Meeting in the month of January.

~~(3) If any seat becomes vacant prior to the expiration of the term of that vacating Director due to death, resignation or other causes, the County Legislature shall appoint a new Director to fill the unexpired term of that seat as soon as possible.~~

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#### SECTION 5: NOTICE AND MEETINGS OF THE BOARD.

The Board of Directors shall meet at least annually, and as needed otherwise, at a time and location designated by the Chairman.

Written notice of all meetings, together with minutes of the preceding meeting, an agenda, and appropriate supporting materials, shall be mailed, emailed or hand delivered to each Director not less than ten (10) days before each meeting. Public notice shall also be provided on the website maintained or shared by the Corporation and in such manner as the Open Meetings Law shall require.

#### SECTION 6: QUORUM OF DIRECTORS.

A majority of the Directors then serving shall be a quorum.

#### SECTION 7: ACTION BY THE BOARD.

- A. The vote of a majority of Directors present at the time of the vote shall be the act of the Board.
- B. Any one or more Directors may, with the consent of the Chairman or Committee Chair, participate in a meeting of such Board or Committee thereof by means of a conference telephone, video

conferencing or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

**SECTION 8: VACANCIES.**

A Director elected by the Legislature to fill a vacancy caused by removal, resignation, permanent disability or death shall hold office for the unexpired term of his or her predecessor.

**SECTION 9:           REMOVAL.**

A Director may be removed from office by the Legislature.

**SECTION 10:         RESIGNATION.**

A Director may resign at any time by giving written notice to the Secretary and the Clerk of the Broome County Legislature.

**ARTICLE III  
OFFICERS**

**SECTION 1:         ELECTION OF OFFICERS.**

The Officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Treasurer, a Secretary, and an Ethics and Compliance Officer. At the first meeting of the year, the Chairman shall nominate Officers who may then be confirmed by the Board. Officers shall hold office for a period of one (1) year or until a successor shall be nominated and confirmed. Officers shall not hold office for more than nine (9) consecutive one (1) year terms.

**SECTION 2:         CHAIRMAN.**

The Chairman shall provide leadership to the Board of Directors and the ranking employee of the Corporation. He or she shall set Board agendas, preside at Board meetings, and perform such other duties as may be necessary or proper.

**SECTION 3:         VICE-CHAIRMAN.**

During the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman.

**SECTION 4:         TREASURER.**

The Treasurer shall have the care and custody of all funds of the Corporation and shall oversee their deposit in such banks as the Board may select pursuant to its Investment Policy. The Treasurer shall give such bond, if any, for the faithful performance of duties as the Board may determine.

**SECTION 5: SECRETARY.**

The Secretary shall oversee the taking of minutes at Board meetings, shall have the care and custody of all significant records of the Corporation, and shall maintain the oaths of office of Directors.

**SECTION 6: ETHICS AND COMPLIANCE OFFICER.**

Pursuant to the Public Authorities Law, the Ethics and Compliance Officer, who need not be a Director, shall be responsible for monitoring the mandatory Authorities Budget Office-approved training of Directors; monitoring the filing of annual personal Disclosure Reports by Directors; serving as the Corporation's Contracting Officer with regard to disposition of property; and for such other duties as the Board may prescribe.

**ARTICLE IV  
COMMITTEES**

**SECTION 1: APPOINTMENT OF COMMITTEES.**

The Board of Directors shall have the following three (3) Committees:

*Audit and Finance Committee*  
*Governance Committee*  
*Personnel Committee*

At the first meeting each year of the Board of Directors, the Chairman shall appoint Directors to Committees and shall designate Chairs of Committees.

Each Committee shall have at least three (3) Directors serving on it and shall be supported by such employees or vendors as may be necessary.

**SECTION 2: COMMITTEE MEETINGS.**

The rules set forth in Article II, Sections 5 through 7, governing Notice, Meetings, Quorums and Action by Directors at Board Meetings shall also apply to Directors at Committee Meetings.



**SECTION 3:           AUDIT AND FINANCE COMMITTEE.**

To the extent practicable, the Chairman shall appoint the Treasurer to serve as Chair of this Committee.

The Committee shall be responsible for the general supervision of the financial operations of the Corporation.

The Committee shall each year:

Recommend to the full Board the hiring of a certified independent accounting firm to perform the annual audit, and provide oversight of the performance of the annual audit;

Recommend to the full Board the hiring of outside Counsel to provide bonding legal advice;

Recommend to the full Board the adoption of an Investment Policy, a Procurement Policy, a Disposal of Property Policy, and such other policies as may fall within the Committee's jurisdiction; and

Review any proposed bonding in detail and recommend to the full Board whether to adopt the related bonding resolutions.

**SECTION 4:           GOVERNANCE COMMITTEE.**

To the extent practicable, the Chairman shall appoint the Secretary to serve as Chair of this Committee.

The Committee shall be responsible for the general supervision of the managerial operations of the Corporation.

The Committee shall each year:

Recommend to the full Board the execution of contracts with outside vendors to provide operational services;

Recommend to the full Board the hiring of outside Counsel to provide operating legal advice;

Recommend to the full Board the adoption of a Code of Ethics, Whistle-Blower Protection Policy, Defense and Indemnification Policy, and such other policies as may fall within the Committee's jurisdiction; and

Recommend to the full Board any desired changes to these Bylaws.

**SECTION 5: PERSONNEL COMMITTEE.**

The Chairman shall appoint a Board Member to serve as Chair of this Committee.

The Committee shall be responsible for the general personnel functions of the Corporation.

The Committee shall each year:

Recommend to the full Board the hiring and compensation of employees and adoption of Personnel Policies.

Recommend to the full Board the hiring of outside Counsel to provide operating legal advice;

Recommend to the full Board the adoption of policies that may fall within the Committee's jurisdiction.

**ARTICLE V  
ETHICS**

**SECTION 1: GOALS AND ENFORCEMENT.**

Ethical Goals. The Board Members, Employees and others affected by this article of the Bylaws should strive to conduct the Corporation's efforts in a highly ethical, moral and transparent manner that benefits the residents of Broome County.

Enforcement. Any sworn, written allegation of a violation of Sections 2 or 3 shall be referred to the Chair of the Personnel and Governance Committee for investigation, dismissal, remedial action or referral, by vote of the Committee, to the County Legislature, County Board of Ethics or any other agency with jurisdiction.

**SECTION 2: PROHIBITED CONFLICTS.**

Board Action. No Board Member or Employee shall allow any matter to come before the Board for action from which personal financial benefit may accrue to him or her or a Family Member.

Employee Action. No Employee shall take any action on behalf of the Corporation from which personal financial benefit may accrue to him or her or a Board Member or Family Member.

Gifts. No Board Member, Employee or Family Member shall accept any personal gifts, exceeding nominal value, from a Vendor, or from anyone else who might seek to influence their conduct on behalf of the Corporation.

Loans. No Board Member, Employee or Family Member shall negotiate or accept any loans, from the Corporation or a Vendor, from which they enjoy personal financial benefit.

Property. No Board Member, Employee or Family Member shall buy or sell any real or personal property, to or from the Corporation or a Vendor, from which they enjoy personal financial benefit.

Confidential Information. No Board Member or Employee shall disclose confidential information, acquired on behalf of the Corporation, to others who aren't Board Members or Employees without the express consent of the information's source or legal process. Nor shall any Board Member or Employee take any action based on such confidential information from which they enjoy personal financial benefit.

**SECTION 3: APPARENT CONFLICTS.**

Board Member Action. Absent a Prohibited Conflict set forth in Section 2, any Board Member should disclose any other conflict to his or her fellow Board Members if it might create the appearance of impropriety. The Board Member should thereafter refrain from discussing or voting on any Board action that might affect such conflict.

Employee Action. Absent a Prohibited Conflict set forth in Section 2, any Employee should disclose any other conflict to his or her supervisor and to the Chair of the Personnel and Governance

Committee if it might create the appearance of impropriety. The Employee should thereafter refrain from taking any action on behalf of the Corporation that might affect such conflict.

**SECTION 4: DEFINITIONS.**

- A. "Board Member" refers to a Member of the Corporation's Board, appointed by the County Legislature and whose term of office hasn't expired.
- B. "Employee" refers to an employee hired by the Corporation or whose services are otherwise secured by the Corporation by inter-municipal or private agreement.
- C. "Family Member" refers to the parents, spouses, siblings, or children of any Board Member or Employee.
- D. "Vendor" refers to those who provide property, goods or services to the Corporation in exchange for a payment of over fifteen thousand dollars (\$15,000) per calendar year from the Corporation.
- E. "Personal Financial Benefit" refers to an item valued at over fifty (\$50) per calendar year that is under the dominion and control of the affected person solely for his or her personal purposes.

**SECTION 5: CODE OF ETHICS.**

The Board shall adopt a Code of Ethics which shall then be distributed, along with these Bylaws, to all Board Members and Employees.

**SECTION 6: COMPENSATION.**

No Employee shall receive or be lawfully entitled to receive any compensation except as reasonable compensation for services. No Board Member shall receive any compensation other than as reimbursement of actual and necessary expenses incurred in the performance of his or her duties.

**ARTICLE VI  
GENERAL**

**SECTION 1. PUBLIC RECORDS.**

There shall be kept at the office of the Corporation for public inspection: (1) a copy of these Bylaws; (2) a current list of Board Members and their mailing addresses; (3) minutes of the proceedings of the Board and its Committees for the past two (2) years; (4) copies of Policies adopted by the Board that are currently in effect; (5) current statements of financial account; and (6) copies of the past three (3) years' information returns (Form 990) submitted to the Internal Revenue Service. All such records shall also be posted on the Corporation's own or shared website as soon as practicable.

**SECTION 2: FISCAL YEAR.**

The fiscal year shall begin on January 1 and end on December 31.

**SECTION 3: BYLAW AMENDMENTS.**

These Bylaws may be amended by vote of the Board.

Any proposed amendment must be provided in writing to Board Members for review, as part of the duly-noticed Meeting agenda, prior to a Board Meeting.

The proposed amendment may be presented, discussed and approved at that Board Meeting.