

**BY-LAWS
OF
SYRACUSE ECONOMIC DEVELOPMENT CORPORATION**

(A NOT-FOR-PROFIT CORPORATION)

**Adopted September 28, 1979
Amended November 25, 1980
Amended March 6, 1981
Amended June 12, 1981
Amended June 11, 1987
Amended July 7, 1993
Amended June 15, 2007
Amended December 10, 2010**

BY-LAWS
OF
SYRACUSE ECONOMIC DEVELOPMENT CORPORATION

ARTICLE I
THE CORPORATION

Section 1. *Name.*

The name of the Corporation shall be "Syracuse Economic Development Corporation", and it shall be referred to as the Corporation in these By-Laws.

Section 2. *Seal.*

The seal of the Corporation shall be in such form as may be determined by the Board of Directors.

Section 3. *Offices.*

The principal office of the Corporation shall be located in the City of Syracuse, County of Onondaga, and State of New York. The Corporation may have such other offices at such other places as the Board of Directors of the Corporation may from time-to-time designate by resolution.

ARTICLE II
BOARD OF DIRECTORS

Section 1. *Board of Directors.*

(a) The Corporation shall be managed by a Board of Directors consisting of eleven (11) persons. All references in these By-Laws to the Board of Directors shall be references to the Board of Directors of the Corporation. Each director shall be at least eighteen (18) years of age. The Mayor shall designate one of the directors as President of the Board of Directors. (*Amended by Resolution adopted June 11, 1987.*)

(b) Board Members shall hold office at the pleasure of the Mayor and shall continue to hold office until his or her successor is appointed and has qualified.

(c) The President and Directors shall serve without compensation, but they may be reimbursed for the reasonable expenses incurred in conducting the business of the Corporation.

(d) A majority of Board Members must be "independent." A member is "independent" if the member is not and within the past two years has not been:

- (i) employed by the Corporation or an affiliate of the Corporation in an executive capacity;
- (ii) employed by an entity that received remuneration or financial assistance valued at more than \$15000.00 from the Corporation;
- (iii) a relative of an executive officer or employee in an executive position of the Corporation or an affiliate of the Corporation; or
- (iv) 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 an affiliate of the Corporation.

For purposes of the foregoing definition of “independent”, “affiliate” means a corporate body having substantially the same ownership or control as another corporate body.

(e) The Board of Directors shall manage the business and affairs of the Corporation and make the necessary rules and regulations not inconsistent with law or with these by-laws, for the management of the business and the guidance of the officers, employees and agents of this Corporation.

Section 2. *Removal or Resignation.*

(a) A Board Member may resign at any time giving written notice to the Board of Directors or the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon its receipt by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

(b) The Mayor may remove any Board Member at her discretion with or without cause.

(c) Vacancies on the Board of Directors shall be filled by the Mayor.

Section 3. *Meetings of the Board of Directors.*

A regular meeting of the Board of Directors shall be held at least bi-monthly at a place to be determined by the Board of Directors. Special meetings of the Board of Directors shall be held on such date or dates and at such place or places in the City of Syracuse, New York as may be fixed in the call for such special meeting. In the event that no place shall be fixed for the place of such meeting, such meeting shall be held at the principal office of the Corporation. (*Amended by Resolution adopted June 12, 1981.*)

Section 4. *Quorum*

(a) At all meetings of the Board of Directors, six (6) of the members of the Board of Directors shall constitute a quorum for the purpose of transacting business. If less than a quorum is present for a duly noticed meeting of the Board of Directors, those present may adjourn the meeting to such other time or until a quorum is present. Except to the extent provided by law, all action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum.

(b) The President of the Board of Directors shall preside at all meetings of the Board of Directors.

Section 5. Duties

In conformance with Section 2824 of the Public Authorities Law, Board Members shall perform duties including but not limited to the following:

(a) execute direct oversight of the Corporation's Executive Director and other senior management in the effective and ethical management of the Corporation.

(b) shall understand, review and monitor the implementation of financial and management controls and operational decisions.

(c) shall participate in state approved training within one year of appointment, and in such continuing training as may be required due to regulatory and statutory changes.

(d) approve every financial report submitted for the Corporation.

ARTICLE III OFFICERS

Section 1. Officers.

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as may be prescribed from time-to-time by the Board of Directors. The President and Vice President shall be appointed by the Mayor of the City of Syracuse and may be removed with or without cause at her discretion. Other officers shall be appointed by the Board of Directors and may be removed with or without cause at its discretion.

Section 2. President.

The President shall be a member of the Board of Directors. The President shall be chief executive of the Corporation, shall serve as ex-officio member of all duly constituted committees, shall supervise the general management and the affairs of the Corporation, and shall carry out the orders and resolutions of the Board of Directors. Except as otherwise authorized by resolution of the Board of Directors, the President shall execute (manually or by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidences of indebtedness and

any other instruments of the Corporation, including its annual financial report, on behalf of the Corporation.

Section 3. *Vice President.*

The Vice President shall be a member of the Board of Directors. The Vice President shall have all the powers and functions of the President in the absence or disability of the President of the Corporation. The Vice President shall perform such other duties as the Board of Directors shall prescribe or as delegated by the President.

Section 4. *Secretary.*

(a) The Secretary shall keep the Minutes of the Board of Directors, shall have the custody of the Seal of the Corporation, and shall affix and attest the same to documents when duly authorized by the Board of Directors, shall attend to the giving or serving of all notices of the Corporation, shall have charge of such books and papers as the Board of Directors may order, shall attend to such correspondence as may be assigned and shall perform all the duties incidental to his or her office.

(b) Upon the request of the Mayor, President or three (3) members of the Board of Directors, the Secretary shall call a special meeting of the Board of Directors.

Section 5. *Treasurer.*

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, shall deposit said funds in the name of the Corporation in such bank or trust company as the directors of the Board of Directors may elect, shall make investments, other than deposits, only with the approval of the Board of Directors, shall sign such instruments as may require the Treasurer's signature but only with the approval of the President, shall at all reasonable times exhibit the corporate books and accounts to any director or officer of the Corporation, and at the end of each corporate year, shall certify and present an annual report setting forth in full the financial condition of the Corporation.

**ARTICLE IV
AMENDMENTS**

Section 1. *Amendments to By-Laws.*

These By-Laws may be amended or revised from time-to-time by a two-thirds (2/3) vote of the Board of Directors, but no such amendment or revision shall be adopted unless written notice of the proposed action shall have been given by mail to each director at least ten (10) days prior to the date of the meeting at which it is proposed to take such action; provided, however, that this provision and provisions relating to the number, appointment, removal and terms of office of Board Members and the appointment and removal of the President and Vice President may be amended only with the prior approval of the Mayor.

**ARTICLE V
MISCELLANEOUS**

Section 1. *Sureties and Bonds.*

In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property funds, or securities of the Corporation which may come into the officer's or agent's hands.

Section 2. *Fiscal Year.*

The fiscal year of the Corporation shall be fixed by the Board of Directors from time-to-time, subject to applicable law.

Section 3. *Indemnification.*

- (a) To the extent permitted by law, the Corporation shall indemnify any person, made a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he, his or her testator or intestate, is or was a member, director or officer of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his or her duty to the Corporation under Section 717 of the New York Not-For-Profit Corporation Law.

- (b) To the extent permitted by law, the Corporation shall indemnify any person, made or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure judgment in its favor, whether civil or criminal, including an action by or in the right of any corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that s/he, his or her testator or intestate, was a member, director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprises in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such member, director or officer acted in good faith for a purpose which s/he reasonably believed to be in, or, in the case of service for any other corporation or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

- (c) The foregoing rights of indemnification shall not be exclusive of other rights to which any , Board Members, officer or other person may be entitled.
- (d) The Corporation may procure or cause to be procured any insurance for Board Members and officers authorized by law, including insurance authorized under Section 727 of the Not-For-Profit Corporation Law.

Section 4. *Restrictions and Limitation.*

In addition to any and all other applicable statutes, rules and regulations, the Corporation and its members, directors and officers shall comply with the prohibition on the beneficial ownership of more than five percent (5%) of the capital stock of a project occupant or business enterprise and shall comply with the rules and regulations of the New York Job Development Authority, as set forth in Section 1825 of the Public Authorities Law.

Section 5. *Dissolution.*

In the event the Corporation is voluntarily dissolved in accordance with the provisions of the Not-For-Profit Corporation Law of the State of New York, all of the net assets of the Corporation shall revert to the City of Syracuse.

Section 6. *Place of Business.*

The Corporation shall provide a reasonably accessible place of business open to the public during normal business hours with a separately listed telephone. (*Added by Resolution adopted March 6, 1981.*)

Section 7. *Prohibition on Loans.*

The Corporation shall not extend or maintain credit in the form of a personal loan to or for any officer, Board Member, or employee of the Corporation.

Section 8. *Website.*

The Corporation shall maintain an official website in accordance with the Public Authorities Law. The website shall include, but not be limited to the follow: postings pertaining to its mission; current activities; most recent financial report; current year budget; and its most recent independent audit report.

Section 9. *Personal Financial Disclosure.*

Board Members, officers, and employees shall file annual financial disclosure statements with the City of Syracuse Board of Ethics pursuant to Article 18 of the General Municipal Law.

Section 10. *Controls and Accountability.*

The Corporation shall:

- (a) maintain adequate inventory controls and accountability systems for all property under its control;
- (b) periodically inventory such property to determine which property is to be disposed of;
- (c) produce a written report of such property;
- (d) transfer or dispose of such property as promptly as possible.

**ARTICLE VII
COMMITTEES**

Section 1. *Committees.*

The Corporation may from time to time create one or more committees each consisting of three or more Board Members of the Corporation, which committees shall exist for such periods of time and exercise such powers and perform such duties as the Corporation may determine.

Section 2. *Appointment and Removal.*

The President of the Board of Directors of the Corporation shall have the power of appointment and removal, with or without cause, of members of all committees. The President of the Board of Directors of the Corporation shall also have the power of designation and removal, with or without cause of the Chairman of all committees.

Section 3. *Audit Committee.*

The Audit Committee will consist of three Board Members chosen by the Board of Directors. Three members of the Audit Committee must be "independent" directors, as defined in Article III Section 1. of these By-laws. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. Pursuant to New York Public Authorities Law §2824(4), the Audit Committee has the following duties:

- (a) recommending to the Board the hiring of a certified independent Agency's accounting firm for the Agency;
- (b) establishing the compensation to be paid to the accounting firm;
- (c) providing direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes; and

- (d) such other duties as may be delegated to the Audit Committee by resolution.

Meetings of the Audit Committee may be called by the Chairman of the Audit Committee either on his or her own initiative or whenever requested to do so by the President of the Corporation. Notice of such meetings must be given to each of the members of the Audit Committee in such manner as the Chairman of the Audit Committee may deem advisable. Two members of the Audit Committee constitute a quorum for the transaction of business and the concurrence of two members at a meeting is necessary to the validity of any resolution, order or determination.

Section 4. *Governance Committee.*

The Governance Committee will consist of three members chosen by the Board of Directors. Three members of the Governance Committee must be "Independent" as defined in Article III, Section 1. of these By-laws. The Governance Committee has the following duties:

- (a) keeping the members of the Corporation informed of current best governance practices;
- (b) reviewing corporate governance trends;
- (c) updating the corporation's corporate governance principles; and
- (d) advising appointing authorities on the skills and experience required of potential members.

Meetings of the Governance Committee may be called by the Chairman of the Governance Committee either on his or her own initiative or whenever requested to do so by the President of the Corporation. Notice of such meetings must be given to each of the members of the Governance Committee in such manner as the President may deem advisable. Two members of the Governance Committee constitute a quorum for the transaction of business and the concurrence of two members at a meeting is necessary to the validity of any resolution, order or determination.

ARTICLE VIII PERSONNEL

Section 1. *Staff.*

The Corporation may appoint an Executive Director and such additional staff as deemed necessary, none of whom may be members of the Board and all of whom shall hold office at the pleasure of the Corporation and in accordance with applicable provisions of New York State Laws.

Section 2. *Compensation Policy and Personnel Policy.*

Pursuant to New York Public Authorities Law §2824(1)(c), the Corporation shall establish policies, regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management, if and when such personnel is employed by the Corporation.

Section 3. *Personnel Policy.*

Pursuant to New York Public Authorities Law §2824(1)(e), the Corporation shall establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance or other inappropriate behavior by an employee or Board Member of the Corporation, investments, travel, the acquisition of real property, the disposition of real and personal property and the procurement of goods and services, if and when an employee is hired by the Corporation.

**ARTICLE IX
AUDITOR AND REPORTING**

Section 1. *Auditor Independence.*

- (a) An accounting firm shall not perform the Corporation's audit if the lead audit partner or the audit partner responsible for reviewing the audit performed audit services for the Corporation in each of the previous five fiscal years.
- (b) An auditing firm shall not perform non-audit services for the Corporation without the prior approval of the Audit Committee.
- (c) An auditing firm shall not perform the Corporation's audit if any officer or board member was employed by the accounting firm and participated in the Corporation's audit during the year preceding the initiation of the audit.

Section 2. *Audits.*

Within 30 days after receipt, beginning with the Corporation's fiscal year ending on or after December 31, 2007 and annually thereafter, copies of the Corporation's independent audit shall be submitted to the Mayor, the President of the Common Council and the Commissioner of Finance. To the extent practicable, a copy of the independent audit report shall also be posted on the Corporation's website.

Section 3. *Annual Report.*

Within 90 days after the end of the fiscal year, beginning with the first fiscal year beginning after January 1, 2006, the Corporation shall submit to the Mayor, the Commissioner of Finance, and the President of the Common Council a detailed report of:

- (a) the Corporation's operations and accomplishments;

- (b) the Corporation's receipts and disbursements, reported in accordance with the categories/classifications established by such Corporation for its own operating and capital outlay purposes;
- (c) the Corporation's assets and liabilities, including the status of reserve, depreciation, special or other funds and including the receipts and payments of these funds;
- (d) a schedule of the Corporation's bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance;
- (e) a compensation schedule disclosing the compensation of each person whose compensation is in excess of \$100,000;
- (f) the projects undertaken by the Corporation in the past year;
- (g) list of the Corporation's real property;
- (h) the Corporation's Code of Ethics; and
- (i) an assessment of the Corporation's internal controls.

Section 4. *Budget Report.*

Sixty (60) days before the beginning of each fiscal year, beginning with the fiscal year ending on or after December 31, 2007, the Corporation shall submit to the Mayor, the Commissioner of Finance, and the President of the Common Council budgetary information on:

- (a) operations and capital construction, setting forth the estimated receipts and expenditures for the next and current fiscal year; and
- (b) actual receipts and expenditures for the last completed fiscal year.

Section 5. *Property Report.*

Each year the Corporation shall deliver copies of a Property Report to the Comptroller of the State of New York, Director of Budget of the State, Commissioner of General Services of the State and the New York State Legislature. The Property Report shall include:

- (a) list of all real property of the Corporation;
- (b) list and full description of all real and personal property disposed of during such period;
- (c) price received for all such property; and

(d) name of purchaser for all such property.

Section 6. *Investment Reports.*

Quarterly and annually, beginning with the first fiscal year beginning on or after January 1, 2006, the Corporation shall submit an internal management report of its investments to the Mayor, Commissioner of Finance and the Office of the State Comptroller.

Section 7. *Personnel Report.*

Annually, on or before the fifteenth day of January of each calendar year, the Corporation shall submit a personnel report to the Comptroller of the State of New York, the Budget Director of the State, and the Chairpersons of the Senate and Assembly Fiscal Committees setting forth service schedules by subsidiary, division and unit which indicates position, grade, salary, and title for each employee.