

BYLAWS OF

**CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.**

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**ARTICLE I. NAME AND OFFICES**

- A. NAME.** The name of the Corporation shall be CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.
- B. OFFICES.** The principal offices of the Corporation shall be located at 113 S. Main Street, Canandaigua, New York 14424 and at such other locations as the Board of Directors shall designate.

**ARTICLE II: PURPOSES AND POWERS OF THE CORPORATION**

- A. PURPOSES.** The Corporation is organized and exists under §1411 of the New York State Not-for-Profit Law and is authorized to engage in any activity to pursue the purposes set forth therein. Specifically, the purposes for which the corporation is formed are the public purposes of: attracting new and retaining existing business to the greater

Canandaigua region, relieving and reducing unemployment; promoting and enhancing employment opportunities; instructing or training individuals to improve or develop skills; conducting research to attract or retain business; and lessening the burdens of government and acting in the public interest in the Town and City of Canandaigua, New York.

**B. POWERS.** In furtherance of the purposes stated above, the Corporation shall have the authority to engage in any of the following activities:

1. To construct, acquire, rehabilitate and improve for use by others retail, industrial, commercial, recreation and manufacturing plants and facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants and facilities for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
2. To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interest therein;
3. To borrow money and to issue negotiable bonds, notes and other obligations therefore;
4. To sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;
5. In connection with loans from New York State and United States government agencies, to enter into covenants and agreements and to comply with all the terms,

conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of retail, industrial, commercial, recreational or manufacturing facilities in the territory in which the operations of such corporation are principally to be conducted, and

6. To do all and everything suitable for the accomplishment of any of the foregoing purposes; including but not limited to retail loans and assistance to retail businesses.

**C. PROHIBITIONS.** The Corporation shall be prohibited from the following activities:

1. From providing compensation to any of its board members or officers.
2. From borrowing money and/or issuing bonds, notes and other obligations that are guaranteed, or could be assumed, by the City and/or Town of Canandaigua.
3. From the use of eminent domain to acquire real property.

**D. TRANSPARENCY.** The Corporation shall maintain transparency in all its activities to the greatest extent practicable. The Corporation, determined by the New York State Authority Budget Office (ABO) to be a local authority, is subject to the Public Authority Accountability Act of 2005 (PAAA), as amended by the Public Authorities Reform Act of 2009 (PARA) and shall be required to comply with all applicable statutory requirements including the requirement to submit an annual report to the ABO and post information on their mission, current activities and finances on a Corporation website. Furthermore, the Corporation is considered an agency of local government for purposes of the Freedom of Information Law (FOIL) and is subject to the Open Meetings Law (OML).

### **ARTICLE III: MEMBERS**

The Members of the Corporation shall be: The Town of Canandaigua, represented by the Town Board, the City of Canandaigua, represented by the City Council, and the Canandaigua Chamber of Commerce, represented by the Chamber Board. Consent of Members shall be by majority vote of their respective governing bodies: Town of Canandaigua, Town Board; City of Canandaigua, City Council; Chamber of Commerce, Chamber Board of Directors.

### **ARTICLE IV: BOARD OF DIRECTORS**

The Corporation shall be managed by its Board of Directors.

- A. NUMBER OF DIRECTORS.** The Board of Directors shall consist of five (5) voting directors and three ex-officio non-voting members. The following individuals shall serve as ex-officio non-voting members of the Board of Directors: (1) Town Manager of the Town of Canandaigua; (2) City Manager of the City of Canandaigua; (3) Executive Director of the Canandaigua Chamber of Commerce.
- B. QUALIFICATION OF DIRECTORS.** Each Director shall be at least nineteen (19) years of age, and must either reside in, or have a business interest in the City of Canandaigua or the Town of Canandaigua.
- C. APPOINTMENT OF DIRECTORS.** The Town Board of the Town of Canandaigua shall appoint two (2) directors – one (1) of which is an elected member of the Town Board; the City Council of the City of Canandaigua shall appoint two (2) directors – one (1) of which is an elected member of the City Council; and the Board of Directors

of the Canandaigua Chamber of Commerce shall appoint one (1) director from its Board of Directors.

**D. TERM OF DIRECTORS.** The term of each appointment to the Board of Directors shall be three (3) years. No director shall serve more than three (3) consecutive terms. To stagger Board enrollment, the initial terms of the inaugural board will be the following, with 3-year terms thereafter:

- Elected City Council Member: First term – 1 year
- City Council Appointee: First term – 2 years
- Elected Town Board Member: First term – 1 year
- Town Board Appointee: First term – 2 years
- Chamber Board Member: First term – 3 years

**E. REMOVAL/TERMINATION OF DIRECTORS.** A director shall be automatically terminated by death or when a director moves his/her residence from, or no longer has a business interest in, the City or Town of Canandaigua without action or approval of the Board of Directors. A director appointed as the elected official of the Town or City, shall be terminated at the end of their elected term in office and a director appointed by the Chamber shall be terminated at the end of their Chamber Board service, without action or approval of the Board of Directors. A director may be removed for cause, including violation of article 18 of New York General Municipal Law. Failure to attend three (3) consecutive meetings of the Board of Directors shall constitute just cause for the removal of a director when approved by two-thirds majority vote of the Board of Directors.

**F. QUORUM OF DIRECTORS.** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of

business. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

**G. ACTION OF THE BOARD.** Unless otherwise required by law, the vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present at the time of such vote, shall be the act of the Board of Directors. Each voting director present shall have one (1) vote.

**H. PLACE AND TIME OF BOARD MEETINGS.** The Board of Directors may hold its meetings at any place within the Town or City of Canandaigua. The Board of Directors shall hold at least one (1) meeting per month unless otherwise decided by the Board of Directors.

**I. SPECIAL MEETINGS OF BOARD OF DIRECTORS.** Special meetings of the Board of Directors may be called by directors. The Secretary shall cause a notice of such meeting to be transmitted to all members of the Board of Directors at least seven (7) days but not more than fifty (50) days before the scheduled date of such meeting. Such Notice shall state the date, time, place, and purpose of the meeting and by whom called.

**J. NOTICE OF MEETINGS; ADJOURNMENT.** Regular meetings of the Board of Directors may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board of Directors shall be held upon notice as stated above. 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.

**K. CHAIR.** At all meetings of the Board of Directors the President of the Board of Directors shall preside as chair. In the absence of the President the Vice President shall preside as chair. If neither the President nor Vice President is available, the board members present shall select one of their own to preside as temporary chair.

**L. EXECUTIVE AND OTHER COMMITTEES.** The Board of Directors, by resolution adopted by a majority vote, may designate from among its members an executive committee or other committees. Each such committee shall serve at the pleasure of the Board of Directors.

## **ARTICLE V: OFFICERS**

**A. ELECTION; TERM.** The Board of Directors shall elect from its voting membership a President, Vice President, Secretary, and Treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected at the annual January meeting of the Board of Directors, or at such other meeting of the Board of Directors and shall hold office for a term of one (1) year. No officer shall be re-elected after serving six (6) consecutive terms. The Secretary may be an ex-officio member of the Board of Directors.

**B. REMOVAL AND RESIGNATION.** Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause. In the event of the death, resignation, or removal of an officer, the Board of Directors may elect a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

- C. PRESIDENT.** The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have 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.
- D. VICE PRESIDENT.** During the absence or disability of the President, the Vice President shall have all the powers and duties of the president. The Vice President shall perform such other duties as the Board of Directors shall prescribe.
- E. TREASURER.** The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank or trust company as the directors may determine.
- F. SECRETARY.** The Secretary shall keep and maintain the minutes of the Board of Directors and the records of the Corporation.
- G. 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/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 his/her hands.

#### **ARTICLE VI: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

- A.** All income and earnings of the Corporation shall be used exclusively for its corporate purposes or shall accrue and be paid to the New York job development authority;

- B.** No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except that the Corporation may repay loans upon majority vote of the Board of Directors;

## **ARTICLE VII: MISCELLANEOUS**

- A. CONSTRUCTION.** If there shall be any conflict between the provisions of the Certificate of Incorporation filed with the New York State Secretary of State and these bylaws, the provisions of the Certificate of Incorporation shall govern.
- B. AMENDMENTS.** These bylaws may be adopted, amended or repealed by the Board of Directors, with the exception of Article VII. paragraph C below, upon a majority vote of the entire Board of Directors at a regular or special meeting. Before these bylaws may be amended each Member must consent in writing.
- C. DISSOLUTION.** The corporation is dissolved upon a majority vote of the Members. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Supreme Court of Ontario County exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

The foregoing Bylaws are hereby adopted by majority vote of the Board of Directors of  
**CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.**

ON \_\_\_\_\_, 2019

Director: AYE NAY

The adoption of the foregoing Bylaws was approved by the Town Board of the Town of Canandaigua by Resolution # \_\_\_\_\_ on \_\_\_\_\_, 2019

The adoption of the foregoing Bylaws was approved by the City Council of the City of Canandaigua by Resolution # \_\_\_\_\_ on \_\_\_\_\_, 2019

The adoption of the foregoing Bylaws was approved by the Board of Directors of the Canandaigua Chamber of Commerce by Resolution # \_\_\_\_\_ on \_\_\_\_\_, 2019

Adopted by the Board of Directors and signed by its President on the \_\_\_\_\_ day of \_\_\_\_\_, 2019:

President of the Board of Directors

ATTEST:

Secretary of the Board of Directors