

Village of Fairport  
Office of Community + Economic Development

31 South Main Street  
Fairport, New York 14450

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**Industrial Development Agency  
BYLAWS**

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## **Article I. The Agency**

- Section 1: Name of the Agency

The name of the Agency shall be “Village of Fairport Industrial Development Agency.”

- Section 2: Office of Agency

The offices of the Agency shall be in the Village of Fairport at such place or places as the Agency may from time to time designate by Resolution.

- Section 3: Organization and Powers

The Agency was established by a special act of the Legislature of the State of New York, known as Chapter 779 of the laws of 1976, State of New York, passed June 25, 1976 and effective on July 24, 1976, for the Village of Fairport.

### Village of Fairport Industrial Development Agency

An industrial development agency, to be known as the Village of Fairport Industrial Development Agency, is hereby established for the accomplishment of any or all of the purposes specified in Article 18-A of the General Municipal Law of the State of New York. It shall constitute a body corporate and politic and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by Article 18-A of the General Municipal Law upon industrial development agencies. It shall be organized in the manner prescribed by and be subject to the provisions of Article 18-A of the General Municipal Law and the agency, its Member, officers and employees and its operations and activities shall in all respects be governed by the provisions of such Article.

## **Article II. Members and Officers**

### Section 1 – Members of the Agency

The Agency shall consist of five Members. Members of the Agency shall be appointed by the Village of Fairport and will serve at the pleasure of that municipality. A Member shall continue to hold office until a successor has been named and qualified. All Members shall be residents of the Village of Fairport. Such Members shall receive no compensation for their service, but shall be entitled to the necessary expenses incurred in the discharge of their duties. A majority of the Members of the Agency shall constitute a quorum.

## Section 2 – Officers and Qualifications

The Officers of the Agency shall be, a Chairman, a Vice-Chairman, a Secretary-Treasurer and Recording Secretary as provided by these Bylaws, and such other officers, agents and employees, permanent and/or temporary, as it may require and from time to time authorize, and the Agency shall determine the qualifications, duties and compensation of all officers and employees. The Recording Secretary need not be a Member of the Agency.

With the exception of the initial Chairman of the Agency, who shall be appointed by the Village of Fairport, the above officers shall be elected or appointed by a majority vote of the Members of the Agency to hold office for a term of one year or until their successors have been elected or appointed and qualified. Such election shall take place at the meeting in September of each year and their terms of office shall commence on October 1, the first day of the fiscal year.

## Section 3 – Duties, Powers and Qualifications of the Officers of the Agency

- Chairman – The Chairman shall have the following duties and powers:

He or she shall preside at all meetings of the Agency, and present at each Annual Meeting of the Agency, a report of the condition of the business affairs of the Agency. The Chairman shall call regular and special meetings of the Agency in accordance with these Bylaws. The Chairman shall enforce these Bylaws and perform all duties incidental to the position of Chairman, which are required by law.

- Vice-Chairman – The Vice-Chairman shall have the following duties and powers:

The Vice-Chairman, in the absence or disability of the Chairman, shall assume the duties and responsibilities of the Chairman. In the case of vacancy in the office of Chairman, the Vice-Chairman shall assume the duties of the office of Chairman until a successor has been elected by a majority of the Members of the Agency.

- Secretary-Treasurer – The Secretary-Treasurer shall have the following duties and powers:

The Secretary-Treasurer shall have the care and custody of, and be responsible for, all funds and/or securities of the Agency and he or she shall deposit the funds of the Agency in such bank or trust company as the Agency may designate. The Secretary-Treasurer shall render a statement of the condition of the finances of the Agency once each month and at any other such meetings as the Agency may require. The Secretary-Treasurer may sign all checks of the Agency when a proper voucher is presented. This duty may be delegated to another Member or officer by vote of the Members. The Secretary-Treasurer shall do and perform all other duties appertaining to that office.

### Section 3a – Additional Personnel

The Agency may appoint such other officers and employees as it may require for the performance of its duties, and fix and determine their qualifications, duties and compensation. The agency may appoint Counsel and retain and employ consultants for professional and technical assistance and advice.

- Recording Secretary – The Recording Secretary shall have the following duties and powers:

He or she shall act as Recording Secretary of the meetings of the Agency, record all votes, and keep a record of the proceedings of the Agency in a journal to be kept for such purpose. He or she shall have the power to certify as to the correctness of all copies of the minutes of Agency Meetings, any extracts therefrom, resolutions and other papers and documents of the Agency. The Recording Secretary shall keep at the office of the Agency correct books of account of all its business and transactions. The Recording Secretary shall exhibit at all reasonable times the books and accounts of the Agency to any Member of the Agency upon application, at the office of the Agency during business hours.

### **Article III. Meetings and Procedures**

- Section 1 – Fiscal Year and Annual Meeting

The fiscal year of the Agency shall be from October 1 through September 30. The Annual Meeting of the Agency shall be conducted at the date and time of the first Regular Meeting following the end of the Fiscal Year, and shall include a review of the financial condition and business affairs of the Agency.

- Section 2 – Regular Meetings

A regular meeting of the Agency shall be held on the third Monday of each month, except for legal Holidays or as otherwise designated from time to time by the Agency. Public notice shall be made to announce any rescheduled regular meetings.

- Section 3 – Special Meetings

Special meetings of the Agency may be called at any time by a majority of the Members of the Agency or by the Chairman. Every special meeting shall be held at such time and place as shall be designated in the notice thereof. The Recording Secretary shall cause the written notice thereof, specifying the object of the meeting to be served upon each Member personally or to be delivered at his usual place of residence at least twenty-four hours before the time fixed for such meetings. Such notice may be delivered in electronic or paper form. At such special meeting, no business other than that named in the notice of the meeting shall be transacted.

- Section 4 – Executive Meetings

Whenever the Agency shall determine to transact any business in executive meeting, the presiding officer shall direct all persons except Members, officers of the Agency and legal counsel to withdraw and the doors shall be closed. In respect of proceedings at such executive meetings, every Member and officer shall observe such secrecy as may be enjoined by the Agency.

- Section 5 – Quorum

The majority of the Agency shall constitute a quorum. Majority shall mean a majority of the Agency Members as a whole.

- Section 6 – Voting

At all meetings of the Agency, all questions shall be determined by a viva voce vote of the Members present, provided, however, that upon any question, any Member of the Agency may call for a roll call, in which case such a vote must be ordered by the presiding officer. The presiding officer may vote at any meeting. There shall be no vote by proxy and a Member must be present in order to vote at any meeting of the Agency.

- Section 7 – Order of Business

At all meetings of the Agency, the following order of business shall be observed, so far as consistent with the purpose of the meeting, viz:

1. Call of Roll.
2. Report of notice of meeting and filing of Waiver of Notice, if any required.
3. Public Hearings.
4. Consideration of minutes of preceding meeting and action thereon.
5. Report of officers.
6. Introduction and action upon resolutions.
7. Report of Committees (if any).
8. Miscellaneous business.
9. Adjournment.

- Section 8 – Waiver of Notice

Whenever, under the provisions of these Bylaws, any Member of the Agency is entitled to notice of any regular, special or other meeting of the Agency, or of any action to be taken by the Agency, such meeting may be held or such action may be taken without the giving of such notice, provided every Member of the Agency entitled to such notice shall, in writing, waive the requirement of these Bylaws in respect thereto.

- Section 9 – Rules of Order

The rules of parliamentary practice comprised in Robert's Rules of Order and the Rules of Order of the Village of Fairport shall govern the Agency in all cases except as herein provided for.

- Section 10 – Committees

Committees of the Agency will be appointed by the Chairman from time-to-time as required to meet the needs of the Agency. Standing committees are established to ensure that the Agency is fulfilling its statutory and fiscal responsibilities. They are perpetual in duration and governed by specific policies established by the Agency. Standing committees include an Audit Committee and a Governance Committee and potentially others as may be required by the Agency. Other committees may be appointed by the Chairman to support or execute specific programs or projects of the Agency. Powers of the committees will be determined by the majority of the Agency, and the committees will be dissolved when their missions are fulfilled. Committees may include Members and employees of the Agency, consultants and Fairport residents.

**Article IV. Amendments**

These Bylaws may be altered, amended, repealed or added to by the affirmative vote of a majority of the Agency, at any meeting of the Agency, provided that a written notice shall have been sent to each Member of the Agency, at the address to which notices of meetings are sent, at least three (3) days before the date of the meeting at which such amendment, alteration, or repeal of such Bylaws is to be considered, provided however, that if any emergency shall arise which, in the judgment of a majority of the Members of the Agency, requires the immediate repeal, alteration, or amendment of any section of the Bylaws, such change may be made temporarily at any meeting of the Agency, and immediately following such meeting, notice of such action shall be sent to any Member of the Agency not present at such meeting, together with notice that at the next regular meeting of the Agency such action shall be reviewed for confirmation, amendment or repeal. Any action taken by the Agency or its officers or employees, acting in good faith on such emergency order shall be deemed the legal, valid and authorized act of the Agency.

Amended by unanimous vote of the Members November 19, 2007

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Chairman

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Recording Secretary

CERTIFICATE

I, Kal Wysokowski, duly appointed and qualified Executive Director of the VILLAGE OF FAIRPORT INDUSTRIAL DEVELOPMENT AGENCY, do hereby certify that the attached is a true and correct copy of the Bylaws of the VILLAGE OF FAIRPORT INDUSTRIAL DEVELOPMENT AGENCY on file and record at the VILLAGE OF FAIRPORT INDUSTRIAL DEVELOPMENT AGENCY offices at 31 South Main Street, Fairport, N.Y.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the seal of the said Agency this 19th day of November, 2007

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Executive Director  
VILLAGE OF FAIRPORT  
INDUSTRIAL DEVELOPMENT AGENCY