



**TION**

2

**OCDC Governance Committee Meeting  
September 4, 2014**

**Call to Order**

- A. Approval of September 12, 2013 meeting minutes**

**Action Items**

**1. Review Procurement Policy**

**Committee Action Requested:** A resolution of the Committee approving the Procurement Policy.

**2. Review Committee Charter**

**Committee Action Requested:** A resolution of the Committee approving the Committee Charter *with/without comment*.

**3. Review Bylaws**

**Committee Action Requested:** A resolution of the Committee approving the bylaws.

**4. Review Code of Ethics**

**Committee Action Requested:** A resolution of the Committee approving the Code of Ethics.

**Adjourn**

**ONONDAGA CIVIC DEVELOPMENT CORPORATION**  
**Governance Committee Meeting Minutes**  
**December 12, 2013**

A Governance Committee meeting of the Onondaga Civic Development Corporation was held on Thursday, December 12, 2013 at 333 West Washington Street, Syracuse, New York, 13202, in the large conference room on the first floor.

Matt McAnaney called the meeting to order at 9:00am with the following:

**PRESENT:**

James Farrell  
Matt McAnaney

**ABSENT:**

Cydney Johnson

**ALSO PRESENT:**

Mary Beth Primo, President/CEO  
Honora Spillane, Secretary  
Kristi Smiley, Treasurer  
Linda McShane, Office of Economic Development  
Karen Doster, Office of Economic Development  
Christopher Andreucci, Harris Beach

**APPROVAL OF GOVERNANCE COMMITTEE MINUTES – SEPTEMBER 12, 2013**

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee approved the governance committee minutes of September 12, 2013. Motion was carried unanimously.

**SELF-EVALUATION OF THE GOVERNANCE COMMITTEE**

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee approved a resolution accepting the summary evaluation without comment. Motion was carried unanimously.

**REVIEW STAFF AND BOARD SELF-EVALUATIONS**

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee approved a resolution accepting the staff and board self-evaluations and recommending approval to the full board. Motion was carried unanimously.

REVIEW OF AUDIT AND FINANCE COMMITTEE CHARTERS

Matt McAnaney asked if there were any changes. Honora Spillane stated that the Committee Charters are the same as past years.

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee approved a resolution to transmit the Audit and Finance Committees' charters without comment to the Board for review and acceptance. Motion was carried unanimously.

REVIEW ANNUAL REPORTS OF OCDC COMMITTEES

Honora Spillane stated that both reports summarize the activities of each committee for the year.

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee approved a resolution accepting the Audit and Finance Committee's annual reports and recommending approval to the full Board. Motion was carried unanimously.

REVIEW GOVERNANCE COMMITTEE ANNUAL REPORT

Honora Spillane stated that the additional comment would be the Committee found no issues with its annual report.

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee approved a resolution accepting its Annual Report without comment and recommending approval to the full board. Motion was carried unanimously.

Upon a motion by James Farrell, seconded by Matt McAnaney, the OCDC Governance Committee adjourned the meeting at 9:03 am. Motion was carried unanimously.

---

Honora Spillane, Secretary

## PROCUREMENT POLICY

### I. Methods for Procurement

- A. All expenditures by the Corporation shall be approved or ratified by the Board of Directors.
- B. For the procurement of goods and services with value of less than \$5,000, the Corporation shall seek a verbal quotation from the provider or providers of the good or service that best meet the standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a price quote from a single vendor may be sufficient.
- C. In cases where a good or service involves an expenditure in excess of \$5,000, but less than \$10,000, the Corporation shall seek quotations from not less than three vendors, if available, and shall select the least expensive qualified vendor (qualifications to be determined by the Board) from those who respond to the request for quotations.
- D. In cases where a good or service involves an expenditure in excess of \$10,000, the Corporation shall issue a request for proposal or a competitive bid process for the services and shall select the least expensive qualified (qualifications to be determined by the Board) vendor from those who respond to the request for proposal or the competitive bid process. The competitive bid process will consist of the solicitation from not less than three vendors.
- E. Corporation joint funding: Where the Corporation is a partial contributor to the acquisition of a good or service, the Corporation shall work in consultation with the other funding parties. Procurement methods satisfactory to involved parties shall be agreed to and implemented. Such methods may include solicitation from a single vendor. In the event the Corporation portion of the funding exceeds \$10,000, a competitive bid process will be followed. The competitive bid process will consist of the solicitation from not less than three vendors and in consultation with the other funding parties, the contract will be awarded to the least expensive qualified vendor.
- F. Notwithstanding anything contained herein to the contrary, the Corporation may, at its sole discretion, authorize the purchase of any goods or services from lists developed by the County of Onondaga or the State of New York to procure goods or services on behalf of municipalities. Goods and services on such lists are determined to be least expensive and from a qualified vendor.

### II. Exceptions to General Methods of Procurement:

- A. When exceptions are made to the general methods of procurement it shall be indicated in writing and approved by the Board.

- B. It is policy of the Corporation to permit the sole source of a good or service contract, where issues of timeliness, or necessity which could not have been reasonably foreseen, preclude the solicitation of quotations.
- C. Exceptions may occur when three or more vendors are not available to provide quotes for competitive bids. And when one vendor has prior experience relative to the project, it may be in the best interest of the Corporation to only consider that vendor.
- D. Circumstances which may justify award to other than the least expensive qualified vendor include, but are not limited to, delivery requirements, quantity, past vendor performance.

### III. Professional Services

For professional services exclusive to the Corporation, the form of procurement will be a written statement of requirements provided by the Corporation, distributed in the form of a request for professional services with responses to be in the form of a written proposal including the acknowledgement of each Corporation requirement and the means by which that requirement will be fulfilled. The award of the purchase of professional services will be in the form of a resolution of the Corporation designating a specific provider for professional services.

It is policy of the Corporation to permit the sole source of legal services contracts for bond counsel and special counsel in the event of conflicts of interest by general counsel.

### IV. Local Preference

It is the policy of the Corporation that to the extent practicable to use suppliers of goods and services within Onondaga County as the provider of services to the Corporation. Every effort will be made to include vendors within the County on any contact list in any procurement process.

## **GOVERNANCE COMMITTEE CHARTER**

This Governance Committee Charter was adopted by the Directors of the Onondaga Civic Development Corporation (the “Corporation”), a not-for-profit corporation established under Section 1411 of the Not-For-Profit laws of the State of New York, on the 2<sup>nd</sup> day of March 2010.

### **Purpose**

Pursuant to Article IV, Section 1 of the Corporation’s bylaws, the purpose of the Governance Committee is to assist the Directors by:

- Keeping the Directors informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Onondaga Civic Development Corporation;
- Updating the Onondaga Civic Development Corporation’s corporate governance principles and governance practices; and
- Advising those responsible for appointing Directors to the Corporation on the skills, qualities and professional or educational experiences necessary to be effective Corporation Directors.

### **Powers of the Governance Committee**

The Directors have delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Corporation staff.
- Obtain advice and assistance from outside counsel, accounting and other advisors as the Committee deems necessary.
- Solicit, at the Corporation’s expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Corporation’s adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Directors for their approval.

### **Composition and Selection**

The Committee is established as set forth in and pursuant to Article IV of the Corporation’s By-laws. The Governance Committee shall be comprised entirely of "Independent Members" (as such term is defined in the By-Laws). Members shall be elected by a plurality of votes cast by the Board of Directors at each annual meeting of the Board and shall serve until the next annual meeting.

Governance Committee members shall be prohibited from being a staff member of the Corporation or an immediate family member of a staff member of the Corporation. In addition, Governance Committee members shall not engage in any private business transactions with the

Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

### **Committee Structure and Meetings**

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of a majority of the members at a meeting or by consent of a majority of the members. Minutes of these meetings are to be recorded.

### **Reports**

The Governance Committee shall:

- Report its actions and recommendations to the Directors at the next regular meeting of the Directors.
- Report to the Directors, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the Governance Committee's functions on an annual basis.

### **Responsibilities**

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Corporation's Board of Directors; (b) evaluation of the Corporation's policies; and (c) other miscellaneous issues.

### **Relationship to the Authority's Directors**

The Board of Directors have delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Corporation's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Members to assist those authorized to appoint members to the Corporation in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Directors the number and structure of committees to be created by the Directors.
- Develop and provide recommendations to the Directors regarding Corporation Director education, including new Director orientation and regularly scheduled Corporation Director training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Directors on performance evaluations, including coordination and oversight of such evaluations of the Directors, its committees and senior management in the Corporation's governance process.

### **Evaluation of the Corporation's Policies**

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Directors any required revisions to the Corporation's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Directors any required revisions to the Corporation's equal opportunity and affirmative action policies.
- Develop and recommend to the Directors any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.
- Develop and recommend to the Directors any required updates on the Corporation's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Directors any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Directors, such as the Corporation's by-laws. The Governance Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

### **Other Responsibilities**

The Governance Committee shall:

- Review on an annual basis the Contract between Onondaga County and the Onondaga Civic Development Corporation.
- Annually review, assess and make necessary changes to the Governance Committee charter and provide a self-evaluation of the Governance Committee.



**BY-LAWS**  
**OF**  
**ONONDAGA CIVIC DEVELOPMENT CORPORATION**  
Adopted October 14, 2010

**ARTICLE I - THE CORPORATION**

**SECTION 1. - NAME.**

The Corporation shall be known as the "ONONDAGA CIVIC DEVELOPMENT CORPORATION."

**SECTION 2. - OFFICES.**

The principal office of the Corporation shall be located in the County of Onondaga (the "County"). The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

**SECTION 3. - PURPOSES.**

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

**ARTICLE II - MEMBERSHIP**

**SECTION 1. - COMPOSITION OF MEMBERSHIP.**

The sole Member of the Corporation shall be the County Executive of Onondaga County, ex officio. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein.

**SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.**

The Members shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation and the By-Laws of the Corporation.

### SECTION 3. - ANNUAL MEETING OF THE CORPORATION

The Members shall hold an annual meeting of the Corporation within six months after the end of each fiscal year at a convenient time and place designated by the Members. At the annual meeting, Directors shall be appointed pursuant to Article III hereof for positions where a new directorship is created or the term of a class of Director has expired, receive the annual report and transact such other business as may properly come before the meeting.

### SECTION 4. - ANNUAL REPORT TO THE MEMBERS AND THE ONONDAGA COUNTY LEGISLATURE.

At the annual meeting of the Corporation, the Directors or designated officer of the Corporation shall present an annual report showing in appropriate detail the following information:

- (a) A complete verified or audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and
- (b) A summary of the activities of the Corporation during the preceding year.
- (c) Said statement and summary as set forth in (a) and (b) above shall be delivered to the Clerk of the Onondaga County Legislature within five (5) days of presentation to the Members.

The annual report shall be filed with the minutes of the annual meeting.

### SECTION 5. - SPECIAL MEETINGS OF THE CORPORATION.

Special meetings of the Corporation may be called at any time by the Members and shall be called by the Secretary within fourteen (14) days of receipt of a written request from the Members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if by unanimous consent all of the Members present at such meeting elect to transact business not previously described in the aforementioned notice, then the Corporation may transact such other business.

### SECTION 6. - PLACE OF MEETINGS; ORGANIZATION

All membership meetings shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Members. At each membership meeting, the Members shall preside. The Secretary, or, in his or her absence, a person chosen by the Members, shall keep complete and accurate minutes of the meeting.

### SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the

meeting. Such notice shall be given either personally or by mail to each Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a Member at his or her address as it appears on the record of Members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

#### **SECTION 8. – QUORUM OF MEMBERS**

(a) The presence of at least a majority of the Members shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place is announced at the meeting adjourned.

#### **SECTION 9. - ACTION BY THE MEMBERS**

(a) Each Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members. Unless otherwise required by law or these By-Laws, the vote of a majority of Members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the Members.

(b) Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

#### **SECTION 10. - PROPERTY RIGHTS OF MEMBERS**

The Members shall not have any rights or interests in or to the property or assets of the Corporation.

### **ARTICLE III - BOARD OF DIRECTORS**

#### **SECTION 1. - POWER OF BOARD OF DIRECTORS.**

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

#### **SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS.**

(a) The number of voting Directors shall be no more than seven, with three (3) voting Directors appointed by the Chairman of the Onondaga County Legislature, three (3) voting Directors appointed by the County Executive, and one (1) additional voting director of the Corporation jointly appointed by a majority of the Onondaga County Legislature and the County Executive all subject to confirmation by the Onondaga County Legislature. The voting Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation and any applicable resolution. Any subsequent increase or decrease in the size of the Board of Directors shall be in multiples of two with one Director from Class A and one Director from Class B constituting one of the two in each multiple. Any change in the number of Directors will also require the affirmative vote of 6/7 of the entire Board of Directors, together with approval by each appointing authority and the Onondaga County Legislature. The voting Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution. As used in these By-Laws, "the entire Board of voting Directors" means the total number of voting Directors that the Corporation would have if there were no vacancies on the Board.

(b) The voting Directors shall be divided into classes as follows: there shall be three Class A Directors chosen by the County Executive, one of which Directors shall serve an initial term of two years, one of which Directors shall serve an initial term of three years and one of which Directors shall serve an initial term of four years; there shall be three Class B Directors chosen by the Chairman of the Onondaga County Legislature, one of which Directors shall serve an initial term of two years, one of which Directors shall serve an initial term of three years and one of which Directors shall serve an initial term of four years. All Class A and Class B appointments shall be confirmed by the Onondaga County Legislature. There shall be one class C Director chosen jointly by the County Executive and a majority of the Onondaga County Legislature who shall serve an initial term of three years. After the initial term, each Class shall serve three year terms.

(c) Voting Directors shall be eligible to serve an unlimited number of consecutive terms.

(d) Neither the President/Chief Executive Officer nor the Treasurer/Chief Financial Officer shall serve as Directors of the Corporation.

(e) All Directors of the Board appointed after January 15, 2006 shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. All other Directors of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

(f) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Directors shall be Independent Directors, as such term is defined in paragraph (g) below.

(g) Independence. For the purposes of these By-Laws, an Independent means any person who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) 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, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

### SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the other Directors or to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any Director may be removed from the Board with or without cause by the affirmative vote of the appointing authority and the affirmative vote of 6/7 of the entire Board of Directors. .

### SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring for any reason, shall be filled as follows: any vacancies in a Class A Director shall be filled by the County Executive, subject to confirmation by the County Legislature, any vacancy in a Class B Director shall be filled by the Chairman of the County Legislature, subject to confirmation by the County Legislature and any vacancy in Class C shall be filled jointly by the County Executive and a majority of the County Legislature subject to confirmation by the Onondaga County Legislature. Such vacancies shall be filled as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director elected to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is elected and takes office.

### SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held after the annual meeting of the Corporation described in Article II, Section 3 above at a convenient time and location designated by the Board. Written notice of the annual meeting shall be mailed or delivered to each voting Director of the Corporation prior to the meeting.

### SECTION 6. - ANNUAL REPORT.

A Director designated by the Members or the President and the Treasurer shall present at the annual meeting of the Board of Directors a copy of the annual report described in Article II, Section 4 above.

#### SECTION 7. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by a two Directors or by the President or any other officer of the Corporation. Written notice shall be mailed or delivered to each voting Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

#### SECTION 8. - WAIVERS OF NOTICE.

Notice of a meeting need not be given to any voting Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

#### SECTION 9. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the voting Directors may from time to time by resolution determine.

#### SECTION 10. – OPEN MEETINGS

The Corporation is subject to Open Meetings Law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

#### SECTION 11. – FREEDOM OF INFORMATION

The Corporation is subject to Freedom of Information Law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

#### SECTION 12. – PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to the Public Authorities Accountability Act of 2005 (the “PAAA”) and shall comply with the PAAA, as set forth within the New York State Public Authorities Law.

#### SECTION 13. – STATE ENVIRONMENTAL QUALITY REVIEW ACT

Upon the determination of the Board of Directors to do business with the State of New York, the Corporation shall comply with the State Environmental Quality Review Act, as set forth within Article 8 of the New York Environmental Conservation Law.

#### SECTION 14. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of voting Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the voting Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all voting Directors.

#### SECTION 15. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each voting Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided in Section 14(b) above, the vote of a majority of the voting Directors of the entire Board shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the entire Board of Directors.

#### SECTION 16. - ORGANIZATION.

At each meeting of the Board of Directors, a chairperson chosen by a majority of the voting Directors shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the voting Directors present, shall keep complete and accurate minutes of the meeting.

#### SECTION 17. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary or the designated Director in the minutes thereof.

#### SECTION 18. - COMPENSATION.

The Directors shall serve without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

#### SECTION 19. - ANNUAL INDEPENDENT AUDIT.

The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the PAAA and generally accepted government auditing standards certified by a firm of independent public accountants. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;

(ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(iii) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and

(v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

(vi) A copy of the reports set forth in (i) through (v) above shall be presented to the Clerk of the Onondaga County Legislature within five (5) days of presentation to the Board.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) all critical accounting policies and practices to be used;

(ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

## SECTION 20. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

## **ARTICLE IV - COMMITTEES**

### SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-Laws, each Standing Committee shall consist of at least one voting Director. No Standing Committee shall have authority as to the following matters:

(i) The submission to the Members of any action requiring its approval;



- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-Laws or the adoption of new By-Laws; or
- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) Until changed by amendment of these By-Laws, the Corporation shall have the following Committees:

Audit Committee. There shall be an Audit Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit.

Governance Committee. There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members and the Chairman of the Onondaga County Legislature on the skills and experience required of potential Directors.

## SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of voting Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by a plurality of the votes cast by the Directors of the Corporation.

## SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The President, or his or her designee, may attend all committee meetings, but does not possess any voting rights.

## SECTION 4. - QUORUM.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

## SECTION 5. - MANNER OF ACTING.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Action by a committee shall be taken by majority vote at a meeting.

## ARTICLE V - OFFICERS

### SECTION 1. - PRESIDENT; VICE PRESIDENT; OTHER OFFICERS.

The Corporation may have a President/Chief Executive Officer, a Treasurer/Chief Financial Officer, and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of President/Chief Executive Officer and Secretary shall not be held by the same person. No Director shall hold the office of President/Chief Executive Officer or of Treasurer/Chief Financial Officer. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors.

### SECTION 2. - TERMS OF OFFICERS.

The officers shall be appointed by the Board of Directors and, other than the President/Chief Executive Officer and Treasurer/Chief Financial Officer, shall be appointed from among the members of the Board at its annual meeting. Should a Director be appointed President/Chief Executive Officer, Treasurer/Chief Financial Officer, said Director must resign as a condition of qualifying for such office. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

### SECTION 3. - ADDITIONAL OFFICERS.

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Secretary, and any other position established by the Board of Directors from time to time.

### SECTION 4. - REMOVAL OF OFFICERS.

Any officer may be removed by majority vote of the voting Directors, with or without cause, at any time.

### SECTION 5. - RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

### SECTION 6. - VACANCIES.

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of voting Directors as provided for in Section 2 of Article V above.

#### SECTION 7. – PRESIDENT/CHIEF EXECUTIVE OFFICER.

The Board of Directors shall appoint the President/Chief Executive Officer by resolution, which resolution shall set the President/Chief Executive Officer's annual compensation. The President shall be the Chief Executive Officer of the Corporation and shall generally supervise all its affairs. The President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 8. - SECRETARY.

The Board of Directors shall appoint the Secretary by resolution, which resolution shall set the Secretary's annual compensation. It shall be the duty of the Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the President. From time to time, the Board of Directors may designate duties of the Secretary to an appointed Acting Secretary who will perform such duties as may be assigned to him or her.

#### SECTION 9. – TREASURER/CHIEF FINANCIAL OFFICER.

The Board of Directors shall appoint the Treasurer/ Chief Financial Officer by resolution, which resolution shall set the Treasurer/Chief Financial Officer's annual compensation. It shall be the duty of the Treasurer, as Chief Financial Officer of the Corporation, to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Treasurer shall be the Contracting Officer of the Corporation for the disposition of real and personal property in accordance with the provisions of the PAAA. The Treasurer shall be the Freedom of Information Officer of the Corporation in accordance with the provisions of the New York State Freedom of Information Law. The Treasurer shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. From time to time, the Board of Directors may employ or contract with an appointed Acting Treasurer to whom the Board of Directors may designate certain duties of the Treasurer and other such duties as may be assigned to him or her.

#### SECTION 10. - COUNTY PERSONNEL.

The Corporation may use the agents, employees and facilities of the County. In such event, the Corporation will, by resolution, enter into a contract with the County providing the terms upon which the County will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the County for the use by the Corporation of the County's agents, employees and facilities.

## **ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

### **SECTION 1. - EXECUTION OF CONTRACTS.**

The Board of Directors may on its own, except as these By-Laws otherwise provide, or may authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

### **SECTION 2. - LOANS.**

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

### **SECTION 3. - CHECKS, DRAFTS, ETC.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by a designated Director, the President, Vice-President or Chief Executive Officer and the Secretary, Treasurer or Acting Secretary.

### **SECTION 4. - DEPOSITS.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

### **SECTION 5. - INVESTMENTS.**

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

## **ARTICLE VII - GENERAL**

### **SECTION 1. - SEAL.**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

### **SECTION 2. - BOOKS AND RECORDS.**

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes and statements of written action by the Members, (3) minutes of the proceedings of the Board of Directors and its committees, (4) a current list of the Members,

Directors and officers of the Corporation and their residence addresses, (5) a copy of the Certificate of Incorporation, and (6) a copy of these By-Laws. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

### SECTION 3. - INDEMNIFICATION.

The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

### SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.

The Board of Directors may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

### SECTION 5. - LOANS TO MEMBERS AND OFFICERS.

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or renewing any extension of credit, in the form of a personal loan to or for any Member, Director, or Officer, or to any other company, corporation, firm, association or other entity in which one or more of the Members, Directors or Officers of the Corporation are members, director or officers or hold a substantial financial interest.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

## **ARTICLE IX - RULES OF ORDER AND BYLAW CHANGES**

### SECTION 1. - RULES OF ORDER.

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-Laws.

### SECTION 2. - BYLAW CHANGES.

These By-Laws may be amended, repealed or adopted only by the affirmative vote of 6/7 of the voting Directors of the Corporation and approval of the appointing authorities and the Onondaga County Legislature.

## **CODE OF ETHICS**

### **ARTICLE I. PURPOSE AND CONSTRUCTION**

The Citizens of Onondaga County are entitled to expect the highest degree of conduct on the part of the Onondaga Civic Development Corporation (the "Corporation") officers, staff and directors. The directors of the Corporation recognize that there must be rules of ethical conduct for its officers, staff and appointed officials to observe if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Corporation. It is the purpose of this Code of Ethics to promulgate these rules of ethical conduct for the officers, staff and directors of the Corporation. These rules shall serve as a guide for official conduct of such officers, staff and directors.

### **ARTICLE II. DEFINITIONS**

#### **Section 2.1.**

Unless otherwise specifically indicated, for purposes of this Code of Ethics, the following terms shall have the following meanings:

- (a) "Corporation" means the Onondaga Civic Development Corporation.
- (b) "Appropriate body" pursuant to Article 18 of General Municipal Law means the Board of Ethics of the County of Onondaga.
- (c) "Child" means any son, daughter, step-son or step-daughter of a Corporation officer, staff or director if such child is under 18 or is a dependant of the officer, staff or director as defined in the Internal Revenue Code Section 152(a)(1) and (2) and any amendments thereto.
- (d) "County" means the County of Onondaga.
- (e) "Interest" means a direct or indirect pecuniary or material benefit accruing to a Corporation officer, staff or director, his or her spouse, or child whether as the result of a contract with the Corporation or otherwise. For the purpose of this Code of Ethics, a Corporation officer, staff or director shall be deemed to have an interest in the contract of (i) his/her spouse and children, except a contract of employment with the Corporation (ii) a firm, partnership or association of which such officer, staff or director or his/her spouse or child is a director or staff; (iii) a corporation of which such officer, staff or director, or his/her spouse or child is an officer or director; and (iv) a corporation of which more than 5% of the outstanding capital stock is owned by an officer, staff or director, or his/her spouse or child.
- (f) "Relative" means a spouse or child of a Corporation officer, staff or director.

- (g) "Spouse" means the husband or wife of an officer, staff or director subject to the provisions of this Code of Ethics unless legally separated from such officer, staff or director.

### **ARTICLE III. CODE OF ETHICS**

There is hereby established and adopted a code of ethics containing the following standards of conduct for officers, staff and directors of the Corporation.

#### **Section 3.1.**

- (a) **Receipt or Benefit.** They shall not directly or indirectly solicit, accept or agree to accept any benefit from another person upon an agreement that his/her vote, opinion, judgment, action, decision or exercise of discretion as a Corporation officer, staff or director will thereby be influenced. A donation to a person seeking public or party office or to a committee supporting the efforts of such person shall not be considered such a benefit hereunder.
- (b) **Confidential Information.** They shall not disclose information which is lawfully confidential and acquired by them in the course of their official duties or use such information to further their personal interests.
- (c) **Representation before the Corporation.** They shall not receive or enter into any agreement, express or implied, for compensation or benefit to themselves or a relative, directly or indirectly, for services to be rendered in relation to any matter before the Corporation.
- (d) **Disclosure of interest in any Corporation Contract.** To the extent that they know thereof, any officer, staff or director of the Corporation who has any interest in any contract or agreement of the Corporation shall make prior disclosure in writing to the Chairman of the Corporation and to the Corporation's Counsel and shall withdraw from participation in any Corporation process with respect thereto, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.
- (f) **Partnership, unincorporated association or corporation.** No partnership or unincorporated association of which a Corporation officer, staff or director is a director or staff or in which he or she has a proprietary interest, nor any corporation of which a Corporation officer, staff or director is an officer or director or legally or beneficially owns or controls more than five percent (5%) of the outstanding stock, shall appear before the Corporation without full disclosure to the directors, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.
- (g) **Investments in conflict with official duties.** An officer, staff or director shall not invest or hold any investment directly or indirectly in any financial, business, commercial or other private endeavor or entity, which creates a conflict with his or her Corporation duties.
- (h) **Private employment or services.** An officer, staff or director shall not engage in, solicit, negotiate for or promise to accept employment or render services for

private interests when such employment or service creates a conflict of interest with or impairs the proper discharge of official Corporation duties. In the event such a conflict arises with respect to a director, (s)he shall notify the Chairman of the Corporation of same and withdraw from participation in any Corporation process with respect thereto.

- (i) Future employment. For a period of one (1) year after the termination of service or employment with the Corporation, no former officer, staff or director, on his or her own behalf, or as a staff member, director, agent or representative of another may apply to or appear before or conduct business with respect to the Corporation in any matter concerning which he or she personally rendered substantial services and made policy decisions during the period of his or her term of office, service or employment by the Corporation. Said one (1) year prohibition may be waived by the embers for good cause upon written application for such officer, staff or director. At the expiration of the one (1) year period and thereafter, the former officer, staff or director shall make prior disclosure in writing to the directors of the nature and extent of his/her Corporation involvement with matters (s)he now seeks to address with the Corporation.
  
- (i) Offer of Employment. An officer, staff or director shall disclose in writing to the directors any offer of employment received from any person, firm or corporation which, to the knowledge of such officer, staff or director, is furnishing or seeking to furnish goods or services to the Corporation, if such officer, staff or director has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, staff or director enters into negotiations for such employment. Such disclosure must be made whether or not such offer and negotiations are verbal or written and whether or not the offer is accepted.

### Section 3.2.

All persons, firms, or corporations rendering services to the Corporation as contractors, consultants, or in any other professional capacity, whether paid or unpaid, shall file an instrument with the Corporation. Such instrument shall be in the form of a written affidavit and shall state that "the party agrees that it has no interest and will not acquire any interest, direct or indirect that would conflict in any manner or degree with the performance of the services to be rendered to the Corporation." Such instrument shall further state that "the party further agrees that, in the rendering of services to the Corporation, no person having any such interest shall knowingly be employed by it." Filing of all or part of such instrument may be waived by the directors for good cause upon written application.