

**CORPORATE BY-LAWS FOR  
THE LUMBER CITY DEVELOPMENT CORPORATION**

**ARTICLE I**

**NAME AND TYPE**

**Section 1.1** The name of the organization shall be the Lumber City Development Corporation. The organization was incorporated by the filing of a Certificate of Incorporation with the Secretary of State for the State of New York on May 18, 2004. The corporation was incorporated pursuant to Section 201 of the Not-for-Profit Corporation Law, as a Type C corporation. ~~The corporation will apply for recognition as an exempt corporation pursuant to Section 501c(3) of the Internal Revenue Code.~~

**ARTICLE II**

**PURPOSES**

**Section 2.1** The general purposes of the corporation are the planning and implementation of programs, projects and activities designed to create or stimulate economic and community development in the City of North Tonawanda, New York and reduce the burden of government by:

- (a) Creating employment opportunities for City of North Tonawanda residents, particularly those employment positions that pay a living wage, offer health, retirement, and other employee benefits, and provide skills training.
- (b) Increasing the property tax base of the City of North Tonawanda;
- (c) Increasing sales tax revenues in the City of North Tonawanda;
- (d) Encouraging and fostering entrepreneurship;
- (e) Strengthening and expanding existing businesses;
- (f) Bringing new businesses into the City of North Tonawanda;
- (g) Revitalizing downtown and other commercial shopping areas;
- (h) Stimulating tourism growth;
- (i) Encouraging the environmental remediation and reuse of contaminated property;
- (j) Promoting the development of land use policies designed to encourage development and preserve City neighborhoods;
- (k) Encouraging and supporting the development and maintenance of municipal infrastructure, recreational facilities, and other public facilities and services that support businesses and residential neighborhoods; and

(l) Undertaking any other activities that effect the general purposes of the Corporation.

### **ARTICLE III CONFLICT OF INTEREST**

#### **Section 3.1 Conflict of Interest**

No person who is a member of the Board of Directors or an officer, or an employee of the corporation shall participate in the exercise of their duties if the same would constitute or appear to constitute a conflict of interest.

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

#### **Section 4.1 General Powers**

The corporation shall be managed by its Board of Directors, which shall have full power by majority vote of Directors attending a meeting, to adopt rules and regulations governing the actions of the corporation and the Board of Directors. The Board of Directors shall ensure that the corporation adheres to the basic purposes of the corporation as set forth in Article II.

Specific responsibilities include, but are not limited to; initiating, recommending, and adopting the organization's policies, serving on corporate committees if formed; planning and approving new budgetary and programmatic directions; appointing and evaluating the performance of the Executive Director, as needed.

#### **Section 4.2 Prohibitions**

The Board of Directors shall enforce the following prohibitions:

- (a) No part of the net income of the corporation shall inure to the benefit of any person on the Board of Directors, no officer and no member of the corporation.
- (b) The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

#### **Section 4.3 Number and Term**

The number of Directors shall be no less than seven (7) or more than fifteen (15), each of whom shall be at least 18 years of age. The Director's position available to the Mayor of the City of North Tonawanda as set forth at Section 4.4 shall be a non-expiring term. All other Directors elected in 2004 shall be randomly appointed to terms expiring on January 31 of 2006, 2007, or 2008, with one-third or the closest fraction thereto of those terms expiring in each of those years. Thereafter, Directors other than the Mayor's position shall serve terms of three years and, upon expiration of a term, each Director shall serve until a successor shall have been elected.

#### Section 4.4    Composition

One Director's position shall be permanently available to the Mayor of the City of North Tonawanda, New York (hereinafter the "Mayor's Position"). One Director's position shall be filled by appointment of the Common Council of the City of North Tonawanda, New York (hereinafter the "Common Council Position"). For all other positions, each member of the Board of Directors shall be a resident of the City of North Tonawanda, New York, or shall have his/her principal place of employment within the corporate limits of the City of North Tonawanda, New York. However, the Board of Directors may allow no more than 25% of its composition to be members who do not reside in the City of North Tonawanda or who do not have his/her principal place of employment within the corporate limits of the City of North Tonawanda, provided that such members shall have some interest in the City of North Tonawanda that relates to the purposes of the corporation as set forth in Article II of these By-Laws, entitled Purposes.

#### Section 4.5    Election of Directors

With the exception of the Mayor's Position and the Common Council Position, Board vacancies created by the expiration of terms shall be filled at the annual meeting by a majority vote of the Directors then in office. The Chairperson may, at his/her option and with approval of the Board, appoint an ad hoc Nominating Committee to make recommendations to the Board for nomination of Directors and Officers at the annual election and to fill vacancies as needed.

#### Section 4.6    Vacancies

With the exception of the Mayor's Position and the Common Council Position, any vacancy occurring on the Board of Directors occurring prior to the expiration of a term shall be filled by a majority vote of the Directors present at a meeting. The term of a Director so elected shall be the unexpired term of his/her predecessor. If a vacancy in the Common Council Position occurs prior to the expiration of that term, the Board shall notify the Common Council of such vacancy prior to the next scheduled Board meeting, and that position shall be filled by appointment of the Common Council, with the appointed Director to serve the unexpired term of his/her predecessor. Any Board seat to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or, upon notice to the current Board, at a regular or special meeting.

#### Section 4.7    Resignation

Any Director may resign at any time by giving written notice to the Chairperson or Secretary.

#### Section 4.8    Removal

Any Director may be removed by an affirmative vote of two-thirds of the Board of Directors then in office.

## **ARTICLE V**

### **OFFICERS**

#### **Section 5.1 Designation**

The Officers of the Corporation shall be the Chairperson, the First Vice-Chairperson, Secretary, and Treasurer. The Board of Directors may elect such other officers, including Assistant Secretaries and Assistant Treasurers, as it shall deem desirable. Such Officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

#### **Section 5.2 Election and Term of Office**

The Officers of the Corporation shall be elected from the Board membership at the annual meeting of the Boards of Directors. If the election of Officers is not held at such a meeting, the election shall be held as soon thereafter as is practicable. Officers shall serve for a term of one year. The term of office shall be from February 1 to January 31, unless otherwise provided in these By-Laws. Each officer shall hold office until a successor shall have been duly elected and qualified.

#### **Section 5.3 Vacancies**

A vacancy in any office, because of resignation, removal or other reason shall be filled by a majority vote of current Directors present at a meeting for the unexpired portion of the term. Such interim Officer so elected shall serve until his/her successor has been elected and qualified.

#### **Section 5.4 Removal**

Any Officer of the Corporation may be removed by an affirmative vote of two-thirds of the Board of Directors then in office.

#### **Section 5.5 Chairperson: Powers and Duties**

The Chairperson shall, in general, supervise the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/She may sign contracts or other instruments that the Board of Directors have authorized to be executed; and shall perform such other duties as may be assigned by the Board of Directors from time to time.

#### **Section 5.6 Vice-Chairperson(s): Powers and Duties**

In the absence of the Chairperson, the Vice Chairperson shall perform duties normally assigned to the Chairperson and, from time to time, may be assigned additional duties by the Chairperson or by the Board of Directors.

#### **Section 5.7 Treasurer: Powers and Duties**

The Treasurer shall have charge of all funds and securities of the Corporation; ensure the receiving and giving of receipts for monies due and payable to the Corporation; ensure the deposit of all monies in the name of the Corporation, in banks, or other depositories, as shall be designated by the Board of Directors. When required by the Board of Directors, the Treasurer

shall ensure the rendering of financial statements of the Corporation's accounts, and furnish the books and records for examination by any Officer or Director of the Corporation. The Treasurer shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum as the Board of Directors shall determine.

**Section 5.8 Secretary: Powers and Duties**

The Secretary shall keep the minutes of the Board of Directors, including a listing of those in attendance; be responsible for giving all notices required by these By-Laws; act as custodian of the Corporation's records and seal; maintain a register of the post office and residential addresses of all members which shall be furnished to the Secretary by each member, and perform such other duties as from time to time may be assigned by the Chairperson or Board of Directors.

**Section 5.9 Assistant Treasurers and Assistant Secretaries**

Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the Chairperson or the Board of Directors, and shall serve on the Executive Committee ex-officio, without vote.

**ARTICLE VI**

**MEETINGS OF THE DIRECTORS**

**Section 6.1 Organization**

The Chairperson of the Corporation or, in his/her absence, the Vice-Chairperson, shall preside at all meetings of the Board of Directors, should both be absent, a Chairperson shall be chosen by designation, by the members who are present. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding Officer may appoint any person to act as Secretary of the meeting.

**Section 6.2 Annual Meeting**

An annual meeting of the Board of Directors shall be held, upon notice, for the purposes of electing Directors and Officers and for the transcription of such other business as may come before the meeting. The meeting shall be held during the month of January at a time and place to be designated by the Chair, or at such other date, time and place as the Board of Directors may designate.

**Section 6.3 Regular Meetings**

Regular meetings of the Board of Directors shall be held not less than six (6) times a year at such date, time, and place as may be determined by the Board of Directors.

**Section 6.4 Special Meetings**

Special meetings of the Board of Directors may be held at such date, time and place, as may be determined by the Chairperson or, at a date, time and place designated by written demand of not less than one-half of the Directors then in office.

**Section 6.5 Notice of Meetings**

Notice stating the place, day, and purpose and hour of any meeting of the Directors shall be sent by the Secretary, or by such other person as the Board of Directors may designate, to each Director, in the following manner; not less than ten (10) calendar days before the date of an annual meeting; not less than five (5) calendar days before the date of a regular meeting; and not less than two (2) calendar days before the date of a special meeting. At a special meeting, the unanimous consent of all present, following quorum guidelines, shall be required to transact any business not stated in the meeting notice.

**Section 6.6 Quorum**

One-half plus one of the Directors of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Directors is present at said meeting, a majority of Directors present may make recommendations for consideration at the next regular meeting at which a quorum is present.

**Section 6.7 Voting**

Each Director shall be entitled to one vote on each matter submitted to the Board of Directors for a vote. All Directors shall be voting members of the Board.

**Section 6.8 Action by the Board**

The act of the majority of the Directors attending a meeting at which a quorum is present shall be deemed the acts of the Board of Directors.

**Section 6.9 Action Without a Meeting**

Any lawful Board action may be taken without a meeting if all members of the Board consent in writing to said action, and these consents shall be filed with the minutes of the Board or its designated Committee.

**Section 6.10 Order of Business**

The order of business for all meetings of the Directors shall be as follows:

1. Roll call
2. Reading or minutes of the preceding meeting for review and approval
3. Committees' Reports
4. Old Business
5. New Business
6. Adjournment

## **ARTICLE VII**

### **MEMBERS**

#### **Section 7.1**

The members of the Corporation shall be those persons who are members of the Board of Directors.

## **ARTICLE VIII**

### **AMENDMENTS TO THE BY-LAWS**

#### **Section 8.1** Amendment or Revocation

These By-Laws may be amended or revoked by a resolution of the Board of Directors at a regular meeting or the annual meeting, provided that the procedures of this Section 8 are followed.

#### **Section 8.2** Consideration at the First Meeting

The Directors may consider revisions to the By-Laws at any meeting. Any revisions proposed for adoption shall be authorized by a Resolution of the Board of Directors for placement on the agenda of the Board of Directors' next regular meeting (the Second Meeting);

#### **Section 8.3** Action at the Second Meeting

Any proposed revisions to the By-Laws that have been authorized by a Resolution of the Board of Directors at a prior meeting shall be considered and acted upon by the Board of Directors at the Second Meeting. At the Second Meeting, a Resolution adopting any revisions to the By-Laws shall require approval by at least two-thirds of the Directors in attendance at the Second Meeting.

#### **Section 8.4** Notice to Board of Directors

At such time as the members of the Board of Directors are given notice of the Second Meeting, each member of the Board of Directors shall receive a copy of the proposed Amendments or Revisions to the By-Laws.

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Secretary