

UTICA URBAN RENEWAL AGENCY  
BYLAWS

ARTICLE I – THE AGENCY

Section 1 – Name of Agency

The name of the Agency shall be the “Utica Urban Renewal Agency”.

Section 2 – Seal of Agency

The Agency shall adopt a seal modeled after the seal of the City of Utica with the words “Utica Urban renewal Agency” inscribed between the two concentric circles. The seal of the Agency may be altered from time to time as may be determined by resolution of the Agency.

Section 3 – Office of Agency

The Agency shall maintain an office or offices within the City of Utica at such place or places as it may from time to time designate by resolution.

Section 4 – Organization

The Agency, pursuant to the provisions of Section 533 of the General Municipal law of the State of New York, is a corporate governmental agency constituting a public benefit corporation and shall be perpetual in duration. The Utica Urban Renewal Agency was created by the enactment by the New York State Legislature on the 23<sup>rd</sup> day of June, 1965 of Chapter 433 of the Laws of the State of New York of 1965, Section 616, Article 1B of the New York State General Municipal Law.

Section 5 – Powers, Functions and Duties

Pursuant to Chapter 433 of the Laws of the State of New York of 1965, Section 616, Article 15-B of the New York State General Municipal Law, the Utica Urban Renewal Agency was established for the accomplishment of any and all of the purposes specified in Articles 15 and 15-A of the New York State General Municipal Law and in accordance with Article 1 of the New York State Constitution. The Agency shall have all of the powers and duties now or hereafter conferred on it by Article 15-A of the New York State General Municipal Law.

ARTICLE II – MEMBERSHIP

Section 1 – Members

Pursuant to Chapter 433 of the Laws of the State of New York of 1965, Section 616, Article 15, New York State General Municipal law, the Utica Urban renewal Agency shall consist of seven (7) voting members including the Mayor of the City of Utica, who shall be the Chairman of the Agency, the City Engineer, the Chairman of the Planning Board, two (2) citizen electors appointed by the Mayor of the City of Utica and two (2) members of the Common Council, each to be designated from a different political party.

## Section 2 – Officers and their Appointments

The officers of the Agency shall be a Chairman, Vice-Chairman, Treasurer and Secretary. The Mayor of the City of Utica shall be the Agency Chairman. The Vice-Chairman shall be elected by a majority vote of all of the members of the Agency. The Comptroller of the City of Utica although not a member of the Agency shall be the Agency Treasurer. The Executive Director of the Agency, although not a member of the Agency, shall be the Agency Secretary.

## Section 3 – Officer's Duties

- A. The Chairman shall preside at all Agency meetings. Except as otherwise authorized by resolution of the Agency, the Chairman shall sign all contracts, deeds, disposition documents, and any other written instruments as directed by the resolution of the Agency and to be executed on behalf of the Agency. The Chairman shall have the authority to certify to the Agency Treasurer for payment all vouchers for services, supplies and other legitimate expenses of the Agency.
- B. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. The Vice-Chairman shall further have full authority to act for or perform all of the duties of the Treasurer in his absence or incapacity.
- C. The affairs of the Agency shall be conducted by a staff employee by the Agency. The staff shall be supervised by the Executive Director of the Agency. The Executive Director shall be selected by the members of the Agency upon terms and conditions acceptable to the Agency. The duties and responsibilities of the Executive Director shall be determined by the Agency members. The Executive Director shall be the liaison between the Agency and the City, and shall have the authority to carry out all official correspondence, prepare, sign and submit all applications, reports, forms, documents, administrative budgets and records required or authorized by the Agency or required or authorized by any Federal or State Agency in furtherance of the aims, plans, purposes and administration of the Agency's Urban Renewal and Redevelopment Programs, and to be charged with the responsibility and authority to administer all programs and projects undertaken by the Agency with the advice and consent of the Agency. The Executive Director shall act as Secretary of the Agency, be responsible for recording all Agency notes and keeping a record of the proceedings of the Agency in a journal to be kept for such purposes. The Executive Director as the Secretary shall have the power to affix said seal to all contracts or instruments authorized to be executed and to attest to the authenticity of copies thereof. The Executive Director shall establish and appoint staff positions with the approval of the Agency members.
- D. The City Comptroller as Treasurer of the Agency shall have full responsibility and authority to receive and disburse funds of the Agency from whatever source derived upon certification of payment vouchers by the Chairman and Secretary. Such disbursements shall be made only in accordance with the requirements of applicable Federal, State or Local Law or administrative regulation. As Treasurer, the City Comptroller shall be the check signer on behalf of the Agency and shall keep books of account as prescribed under generally accepted accounting principals. All checks shall be counter-signed by the signature or facsimile signature of the Chairman. The Treasurer shall open any bank accounts in depositories designated by the Chairman as are required by the Agency in connection with any of its authorized activities and to invest surplus Agency funds upon authority of the Chairman in treasury notes or other securities as are authorized under federal regulations.

## ARTICLE III

### Section 1 – Meetings and Procedures

Regular meetings of the Agency shall be held on a date and time as directed by the Chairman, and at the offices of the Agency or at a place to be designated by the Chairman.

Special meetings of the Agency may be called by the Chairman of the Agency at his own instance, and must be called by the Chairman or Secretary upon request of any three members of the Agency. Notice of such special meeting shall be given to each member personally or by mailing said notice to the home or business address which the member shall furnish, at least 24 hours prior to the designated time of the said special meeting. In emergency situations, the necessity of a regular written notice may be dispensed with at the discretion of the Chairman.

### Section 2 – Quorum

At all meetings of the Agency at least four (4) voting members of the Agency must be present to constitute a quorum for the purpose of transacting business.

### Section 3 – Manner of Voting

All Agency Resolutions to be effective must be adopted by a majority vote of the total voting power of the Agency.

At meetings where only four (4) members of the Agency are present a unanimous vote shall be necessary to constitute a vote of approval on any Resolution placed before the Agency.

## ARTICLE IV – AMENDMENS TO BYLAWS

The Bylaws of the Agency shall be amended only with the approval of at least four (4) members at a regular or special meeting of the Agency provided, however, that no such amendment shall be adopted unless at least five (5) days written notice reciting the substance of the proposed amendment has been given to each member of the Agency.

## ARTICLE V COMMITTEES

### Section 1      Audit Committee

Pursuant to an Audit Committee Charter adopted by the Agency on April 6, 2011, there shall be an Audit Committee that ensures that the Agency Board fulfills its responsibilities for the agency's internal and external audit process, financial reporting and provide an avenue of communication between staff, independent auditors, the CFO, and the board of directors. The agency board of directors shall appoint an Audit Committee consisting of at least three (3) members of the board of directors, including an Audit Committee Chair appointed by the board.

## Section 2 Governance Committee

Pursuant to a Governance Committee Charter adopted by the Agency on April 6, 2011, the Governance Committee shall be empowered and authorized by the board of directors to review, develop, draft, revise, or oversee all policies and practices of the agency.

The Governance Committee shall be comprised of a chair and at least two additional independent members appointed by the board of directors

## Section 3 Finance Committee

Pursuant to a Finance Committee Charter adopted by the Agency on April 6, 2011, the purpose of the finance committee is to oversee the Authority's debt and debt practices and to recommend policies concerning the Authority's issuance and management of debt.

The finance committee shall consist of not less than three independent members of the board of directors, who shall constitute a majority on the committee. If the board has less than three independent members, non-independent members may be appointed to the committee provided that the independent members constitute a majority of the committee. The Authority's board shall appoint the finance committee members and the finance committee chair. Members shall serve on the committee at the discretion of the board. Members appointed to the committee shall have the background necessary to perform its duties.

Reviewed and approved:      May 26, 2016