

BY-LAWS
OF THE
UTICA CIVIC DEVELOPMENT CORPORATION

Adopted: June 14, 2019

ARTICLE I
THE CORPORATION

Section 1. Name. The name of the Corporation shall be the “Utica Civic Development Corporation”.

Section 2. Seal of Corporation. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its organization.

Section 3. Office of Corporation. The office of the Corporation shall be located within the City of Utica, New York, but the Corporation may have other offices at such other places as the Corporation may from time to time designate by resolution.

ARTICLE II
MEMBERSHIP

Section 1. Composition of Membership.

The sole member of the Corporation shall be the City of Utica (the “Member” or the “City”), acting through its Mayor.

Section 2. Rights and Powers of Member.

The Member 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 or the By-laws of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Board of Directors. The Corporation shall be managed by a Board of Directors, comprised of not less than three, nor more than seven directors. The Directors will include the following individuals, serving *ex officio*: (a) the Chairman of the City of Utica Industrial Development Agency, (b) the Vice-Chairman of the City of Utica Industrial Development Agency, and (c) any additional members of the City of Utica Industrial Development Agency. Additional Directors, if any, may be appointed by the City, acting through its Mayor. All Directors shall serve at the pleasure of the City, acting through its Mayor, and each such Director shall continue to hold office until his or her successor is appointed. A director shall continue to hold office until his or her successor is appointed and has qualified. Such directors shall receive no compensation for their services.

Section 2. Conflict of Interest. It is acknowledged that the directors hold comparable positions with the City of Utica Industrial Development Agency. By reason of the shared public purposes of the Corporation and the City of Utica Industrial Development Agency, none of the directors of the Corporation will be deemed to have a conflict of interest solely due to such person's position with the City of Utica Industrial Development Agency.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary. None of the above officers can hold more than one office.

Section 2. Chairman. The Chairman shall preside at all meetings of the Corporation. Except as otherwise authorized by resolution of the Corporation, the Chairman or Vice Chairman and such other officer as specifically authorized by resolution may execute agreements, contracts, deeds, and any other instruments of the Corporation. At each meeting the Chairman shall submit recommendations and information as he may consider proper concerning the business, affairs and policies of the Corporation. The Chairman must be a director of the Corporation. No employee of the Corporation shall serve as Chairman or hold any other title with similar responsibilities, unless the Board approves such employee serving as Chairman by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an independent director for purposes of the Not-for-Profit Corporation Law.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Corporation shall appoint a new Chairman. The Vice Chairman must be a director of the Corporation.

Section 4. Secretary. The Secretary shall keep the records of the Corporation, shall act as secretary of the meetings of the Corporation and record all votes, and shall keep a record of the

proceedings of the Corporation in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his or her office. The Secretary shall keep in safe custody the seal of the Corporation and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Corporation. The Secretary of the Corporation need not be a director of the Corporation.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Corporation and shall deposit or cause to be deposited the same in the name of the Corporation in such bank or banks as the Corporation may select. The Treasurer shall sign or cause to be signed all orders and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Corporation. The Treasurer shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Corporation at each regular meeting an account of his transactions and also of the financial condition of the Corporation. The Treasurer shall give such bond for the faithful performance of his/her duties as the Corporation may determine. The Treasurer need not be a director of the Corporation.

Section 6. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary as shall be the case, until such time as the Corporation shall appoint a new Secretary. As such Assistant Secretary, he/she shall give such bond for the faithful performance of his/her duties as the Corporation may determine. The Assistant Secretary need not be a director of the Corporation.

Section 7. Conflict of Interest. No director or officer or shall have an interest in any contract with the Corporation, when such officer or director has the power or duty to (a) negotiate, prepare, authorize or approve the contract or authorize or approve payment thereunder (b) audit bills or claims under said contract, or (c) appoint an officer or employee who has any of the powers or duties set forth above. No director shall also serve as the Corporation's chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 8. Additional Duties. The officers of the Corporation shall perform such other duties and functions as may from time to time be required by the Corporation, by the by-laws of the Corporation, or by the rules and regulations of the Corporation.

Section 9. Appointment of Officers. All officers of the Corporation shall be appointed at the annual meeting of the Corporation, and shall hold office for one year or until their successors are appointed.

Section 10. Vacancies of Officers. Should any office become vacant, the Corporation shall appoint a successor from among its membership at the next regular meeting and such appointment shall be for the unexpired term of said office.

Section 11. Additional Personnel. The Corporation may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Not-For-Profit Corporation Law, as amended and all other laws of the State of New York

applicable thereto. The selection and compensation of all personnel shall be determined by the Corporation subject to the laws of the State of New York.

Section 12. Audit and Governance Committees. The Board of Directors shall establish an Audit Committee and a Governance Committee. The Audit Committee shall consist of at least three (3) directors of the Corporation. The Governance Committee shall also consist of at least three (3) directors of the Corporation, The Audit Committee and the Governance Committee shall discharge their duties in accordance with the terms and conditions of their respective Charters.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. Executive Director. The Corporation shall appoint an Executive Director by Resolution. The Executive Director shall not be a Member of the Board of Directors of the Corporation.

Section 2. Duties and Responsibilities of Executive Director. The Executive Director shall report to the Chairman of the Board of Directors and he or she shall have general supervision and management of the Corporation and all Corporation staff and employees shall report directly to the Executive Director. Except as may otherwise be authorized by a Resolution adopted by the Board, the Executive Director shall:

(a) execute all agreements, bonds, notes, contracts, deeds, leases, and any other instruments of the Corporation;

(b) sign all financial instruments and checks;

(c) co-sign all purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board (said instruments may be counter-signed by such other Officer or Director as shall be designated by the Board);

(d) prepare the annual budget of the Corporation with the consultation and cooperation of the Audit Committee for submission to the Board for approval; and

(e) sign all purchase orders under the direction of the Board by Resolution.

Furthermore, the Executive Director shall assist the Chairman with such matters as the Chairman or the Board may request in furtherance of the Corporation's public purposes. The Executive Director shall be charged with leading the Corporation and carrying out its mission statement and fulfilling its public purposes. The Executive Director shall also perform all other duties, customarily incident to the office of an Executive Director of a local development corporation and local public authority of the State of New York and such other duties as from time to time may be assigned by the Board. The Executive Director of the Corporation shall be the contracting officer of the Corporation for the disposition of real and personal property and in accordance with the provisions of the Act (as defined herein).

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. The annual meeting of the Corporation's Board of Directors shall be immediately preceding the annual meeting of the Member, if any, at a time and place fixed in the notice therefore, or if there is no annual meeting of the Member, at such time as the Board shall determine. The Board shall vote at said annual meeting to approve the schedule of regular meetings for the upcoming business year. The annual meeting of the Member, if any, shall be held on the date determined by the Member. In the event that no annual meeting of the Member shall be held, a special meeting in lieu of the annual meeting may be held with all the force and effect of the annual meeting.

Section 2. Regular Meetings. Regular meetings of the Board may be held at such times and places as from time to time may be determined by resolution of the Board.

Section 3. Special Meetings. The Chairman of the Board may, when he or she deems it desirable, and shall, upon the written request of either (i) the Member, or (ii) two directors of the Board, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting of the Board may be hand-delivered to each director of the Corporation, may be mailed to the business or home address of each director of the Corporation, or may be transmitted electronically to each director of the Corporation, at least two days prior to the date of such special meeting. Waivers of notice may be signed by the any director failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the directors are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Special meetings of the Member other than those regulated by statute may be called at any time by the Member or by the Chairman of the Board, upon not less than ten (10) or more than fifty (50) days written notice to the Member. The notice shall state the date, time and place of the meeting and the business to be transacted at such meeting and shall also indicate at whose direction the meeting is being called. A copy of the notice shall be given personally, by first class mail, by facsimile telecommunications or by electronic telecommunications. A special meeting of the Member may be held at any time and at any place within the State of New York and any action may be taken thereat.

Section 4. Quorum; Acts of the Board. At all meetings of the Board, a majority of the directors shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained. The affirmative vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these By-Laws. For purposes of Board action, the "entire Board" shall consist of the number of directors within the range of directors authorized by these By-Laws then serving. Each director shall have one vote regarding any corporate action to be taken by the Board.

Section 5. Member Participation in Meetings by Electronic Communications. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a telephone conference or similar communications equipment (such as video

conferencing equipment) allowing all persons participating in the meeting to hear each other at the same time and to propose, object to, and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at a meeting.

Section 6. Order of Business. The order of business at the regular meeting of the Board shall be conducted in accordance with, and shall be governed by Robert's Rules of Order or as otherwise determined by the Board.

Section 7. Manner of Voting. The voting on all questions coming before the Board shall be by voice vote, except when a roll call vote is requested by any director, in which case the vote shall be by roll call, and the yeas and nays shall be entered on the minutes of such meetings, except in the case of election of officers when the vote may be by ballot.

Section 8. Actions of the Member. At all meetings of the Member, the Member shall act through its Mayor.

ARTICLE VII

PUBLIC AUTHORITIES ACCOUNTABILITY ACT

Section 1. Public Authorities Accountability Act. The Corporation will be subject to the Public Authorities Accountability Act of 2005, as amended (the "Act"). As such, the Corporation will be required to, among other things: (1) undergo annual independent audits and submit the results of such audits to the City of Utica and the New York State Authority Budget Office, (2) prepare and submit its annual budget to the City of Utica and the New York State Authority Budget Office, (3) adopt the various ethical, reporting, property disposition and disclosure policies required by the Act, and (4) form governance and audit committees to ensure the Corporation is in compliance with the Act and any other applicable laws.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to By-laws. The by-laws of the Corporation shall be amended only with the approval of the Member and at least a majority of all of the directors of the Corporation at a regular or special meeting, but no such amendment shall be adopted unless at least ten days written notice thereof has been previously given to all directors of the Corporation; provided, however, that the by-laws shall not be amended without the consent of the City of Utica, acting through its Mayor.