

**ROCKLAND COUNTY EMPIRE ZONE
ADMINISTRATIVE BOARD
BY-LAWS**

**ARTICLE I
The Entity**

Section 1: Name

The Rockland County Empire Zone Administrative Board (the "ZAB") was duly constituted by Local Law No. 11 of 2005 ("Local Law No. 11"), adopted by the Legislature of Rockland County pursuant to General Municipal Law §961(a). Rockland County was granted the power and authority to create the ZAB pursuant to its designation as a New York State Empire Zone on July 30, 2006.

Section 2: Purpose

The mission of the ZAB is to foster economic development in those portions of Rockland County designated as a New York State Empire Zone.

Section 3: Members

a. The ZAB shall consist of eleven (11) members pursuant to Local Law No. 11: the County Executive; the Chair of the Legislature or his/her designee; representatives of each of the following: a local business, labor organization, financial institution, educational institution, and community organization; a resident of the empire zone; and three (3) at large members who are residents of Rockland County.

b. Appointments and Tenure: All appointments to the ZAB shall be made by the County Executive subject to the approval of the County Legislature. Members shall serve at the pleasure of the County Executive.

c. Compensation: Unless otherwise provided by law, the members shall serve without salary or compensation in their capacity as members or officers of the ZAB.

d. Vacancies: Any vacancies shall be filled by the County Executive, subject to the approval of the County Legislature.

Section 4: Office

The principal office of the ZAB shall be at the Rockland Economic Development Corporation ("REDC"), currently located at One Blue Hill Plaza, Pearl River, NY. The members may by resolution change the principal office or establish additional offices.

Section 5: Fiscal Year

The fiscal year of the ZAB shall terminate on the same date as that of the Empire Zone administrative grant with the New York State Department of Economic Development, presently the 30th day of June. The members at any meeting pursuant to these by-laws may amend the fiscal year at any time.

Article II Officers

Section 1: Officers

Pursuant to the Local Law No. 11 of 2005, the Chairperson of the ZAB shall be the County Executive of Rockland County. The ZAB shall elect a Vice-Chairperson, a Secretary and a Treasurer and may elect assistants to such officers by resolution. The ZAB may also create additional officers by resolution. All officers and assistants, or any of them, may be removed by the ZAB, either for cause or without cause, by a vote of the ZAB in accordance with Sections 5 and 6 of Article 3.

Section 2. Chairperson

The Chairperson shall preside at meetings of the ZAB and serve ex-officio on all duly constituted committees. The Chairperson shall have and perform such other duties incident to such office as may otherwise be established by resolution of the ZAB. At each meeting of the ZAB, the Chairperson shall submit such recommendations and other matters for action as the Chairperson may consider appropriate or as may be proposed by any member concerning the business, duties and affairs of the ZAB. The Chairperson shall be responsible for the execution of the policies and programs of the ZAB as established by the members.

Section 3. Vice-Chairperson

The Vice-Chairperson shall be a member of the ZAB and perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event that the Chairperson is unable to perform such duties by reason of illness, disability, or absence.

Section 4. Secretary

The Secretary shall be a member of the ZAB and keep the minutes of the ZAB meetings, shall attend to such correspondence as may be assigned, and have charge of such books and papers as the ZAB may direct.

Section 5. Treasurer

The Treasurer shall be a member of the ZAB and shall be responsible for the care and custody of all of the funds and securities of the ZAB and shall sign such reports, audits, statements and instruments as may be required of the Treasurer with the approval of the Chairperson. The Treasurer shall act as Chairperson of the Finance and Audit Committee, and shall serve as the Chief Fiscal Officer of the ZAB. The Treasurer shall ensure that funds disbursed pursuant to any administrative contract entered into by the ZAB are consistent with the annual budget as adopted by the ZAB, and any other restrictions affecting the commitment and disbursement of funds.

Section 6. Election and Tenure

No later than the second (2nd) meeting held subsequent to the adoption of these by-laws, the ZAB shall designate the offices to be filled during the present year, and shall accept nominations and elect officers from the members for said offices. The tenure of all such officers elected shall be until the end of the fiscal year. Thereafter, and at the first (1st) regular meeting held during any new fiscal year, the ZAB shall designate such offices to be filled during the fiscal year, and shall accept nominations and elect officers from the members for said offices.

Section 7. Resignations

Any officer or member of the ZAB may resign by giving written notice to the Chairperson or, in the case of the Chairperson, to the Clerk of Rockland County in accordance with Public Officers Law §31(1)(f). Any such resignation shall take effect upon receipt of such notice or at such other time as may be specified therein. A resignation from an officer position by a member of the ZAB shall not necessarily affect his or her standing as a member of the ZAB.

Article III Meetings

Section 1. Annual Meeting

An Annual Meeting of the ZAB shall be scheduled at the end of the fiscal year at a place, date and time to be designated by the members.

Section 2. Notice of Meetings

A notice of meeting, specifying the time, date and place of such meeting and including the agenda and appropriate discussion materials for such meeting, shall be sent by regular mail, fax, email, or personal delivery not less than seven (7) days prior to the meeting.

Section 3. Regular Meetings

Regular meetings of the ZAB shall be held at such times and places as may be determined by resolution. At least six (6) meetings per year, including the Annual Meeting, shall be held.

Section 4. Special Meetings

Special meetings of the ZAB may be called by either: (i) the Chairperson or (ii) upon the written request of at least five (5) members to the Chairperson. Notice of the meeting shall be required at least forty-eight (48) hours prior to the meeting by phone, fax, email, personal delivery or regular mail to all members. Any such notice for a special meeting shall specify the time, place and purpose of such special meeting and that no business other than what is transmitted in the notice shall be considered. A special meeting may not be called for the purpose of amending these by-laws.

Section 5. Quorum and Majority

For the purpose of conducting a meeting and taking any action, six (6) members (i.e., a majority of the whole number of the members of the ZAB) shall, in accordance with General Construction Law §41, constitute a quorum. The concurrence of at least six (6) members shall, in accordance with General Construction Law §41, be necessary and sufficient to pass any resolution by the ZAB or to exercise any power or authority, or perform any duty of the ZAB

Section 6. Voting

Voting on all questions as set forth in Section 963(b) of the General Municipal Law coming before the ZAB shall be by roll call, and the yeas and nays shall be entered in the minutes of the meeting at which such vote took place. Election of officers may be by ballot; all other questions may be acted upon by voice vote and a record of same shall be entered in the minutes of any action taken by voice vote.

Section 7. Resolutions

A resolution duly voted upon and approved by the ZAB shall become effective when it is duly adopted, except as otherwise provided for in such resolution. The Chairperson and/or the Secretary or the Treasurer or any other officer so designated by resolution of the members is authorized to certify the correctness of copies of the records, proceedings, documents or resolutions of the ZAB and to affix the seal of the ZAB, if required.

Section 8. Rules of Procedure

All meetings of the ZAB shall be conducted in accordance with Robert's Rules of Order.

Section 9. Open Meetings Law

All meetings of the ZAB shall be conducted in conformance with the Open Meetings Law.

Article IV Committees

Section 1. Standing Committees

Standing Committees shall consist of a Governance Committee, a Finance and Audit Committee, and a Strategic Planning Committee. Each committee shall be comprised of at least three (3) but not more than five (5) members of the ZAB. Committee members shall be selected on a volunteer basis from among the members of the ZAB by the Chairperson with the approval of the ZAB, unless otherwise noted hereafter. Members shall serve at the pleasure of the Chairperson. The responsibilities of each of the standing Committees are as follows:

- a. Governance Committee: Ensures that there are adequate policies to promote honest and ethical conduct and enhance public confidence. Reviews and regularly updates the by-laws and other documents relating to the conduct of the ZAB and its policies. Keeps the ZAB apprised of best practices. Advises the appointing bodies on skills required of potential ZAB members.
- b. Finance and Audit Committee: Responsible for the engagement of the independent auditor. Reviews and approves internal controls. Reviews the results of the external and internal audits and financial statements. Communicates with the auditors and the ZAB. Responsible for advising the Board on all fiscal decisions and responsibilities as required, including oversight of the annual budget.
- c. Strategic Planning Committee: Responsible for reviewing and monitoring the implementation of the zone development plan.

Section 2. Meetings

Meetings of the respective committees shall be held at the discretion of the committee members, unless otherwise requested by the members of the ZAB. The Committee Chairperson shall by phone, fax, regular mail, personal delivery or email provide the committee members a minimum of twenty-four (24) hours notice prior to a meeting.

Section 3. Ad-Hoc Committees

Upon recommendation of the Chairperson or any member of the ZAB, the ZAB may from time to time by resolution, authorize and/or impanel a committee or committees for

the purposes of investigating and reporting on various issues, goals, projects, policies and procedures affecting the Empire Zone.

**Article V
Duties and Responsibilities**

The ZAB shall perform all duties required of it pursuant to section 963(b) of the General Municipal Law of the Laws of the State of New York, as such law presently exists or is hereafter amended.

**Article VI
Amendments**

These by-laws may be amended by resolution duly adopted at any meeting of the ZAB in accordance with Sections 4 and 5 of Article III of these by-laws, provided, however, that a copy of any proposed amendment(s) shall be sent by regular mail, fax, email, or personal delivery to the members at least seven (7) days prior to the meeting at which such amendment(s) shall be presented to the ZAB for action.

**Article VII
Indemnification**

The ZAB shall indemnify its members, officers and employees against any claim or proceeding, including civil, criminal, administrative, or investigative proceedings, and including judgments, fines, amounts paid in settlement and all costs and expenses including, but not limited to, attorney's fees made or threatened to be by reason that the individual seeking indemnification is or was a member, officer or employee of the ZAB, or of any organization served by him/her in any capacity at the request of the ZAB.

**Article VIII
Conflict of Interest**

Section 1.

All members of the ZAB shall remain free and unencumbered from any conflicts, which would affect their decision-making authority, ability and responsibility as members. The provisions of this policy and procedure shall apply to all members of the ZAB and all members of the Standing and Ad Hoc Committees, established by the ZAB in the furtherance of its work.

Section 2.

A member of the ZAB shall refrain from voting and shall not participate in any discussions or deliberations or use his/her personal influence with respect to any matters that will benefit such member or any relative or member of his/her household in any monetary, fiduciary and/or agency capacity. For purposes of this provision, "relative" shall include the member's spouse, and any of the following relatives of the member or his/her spouse by blood, marriage, or adoption: child, stepchild, grandchild, parent, sibling, grandparent, aunt, uncle, niece, nephew, first cousin, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law; "member of household" shall include persons who live in the member's home excluding rent-paying tenants who are not also part of the member's family. No member of the ZAB shall vote on any matter directly concerning or affecting any corporation, association or other agency of which that member is either a director, officer, shareholder (unless the corporation is publicly held and the member owns less than one-tenth of 1% of the voting shares), paid consultant or an employee. The presence of any member of the ZAB may not be counted in determining a quorum for any vote for any matter in which he/she has a possible conflict of interest.

Section 3.

Any member of the ZAB who is or later becomes associated, as either a director, officer, shareholder (unless the corporation is publicly held and the member owns less than one tenth of 1% of the voting shares), paid consultant or an employee, with any corporation, association or other agency that is or may be affected by the actions of the ZAB, or who has or later acquires an interest in any actual or proposed contract with such entity, shall publicly disclose the nature and extent of such interest to the ZAB as soon as the member has knowledge of such actual or prospective interest. Such disclosure shall be made in writing and made part of the official record of the proceedings of the ZAB.

Article IX Effective Date

These by-laws, and any amendments hereto, shall be deemed effective upon the signing by the Chairperson of the resolution by the ZAB adopting same.

January 10, 2007