

VILLAGE OF PATCHOGUE COMMUNITY DEVELOPMENT AGENCY

BY-LAWS

Article 1 – The Agency

Section 1 - Name of the Agency: The name of the Agency is the Village of Patchogue Community Development Agency.

Section 2 - Members: The Agency consists of no more than five (5) members (pursuant to General Municipal Law 5-53) appointed by the Mayor of the Village of Patchogue with the concurring approval of the Board of Trustees. The term of office for each such member shall be at the pleasure of the appointing Board. Each member shall continue to hold office until his successor is appointed and has qualified.

Section 3 - Seal of the Agency: The Seal of the Agency shall be in the form of a circle.

Section 4 - The offices of the Agency shall be 14 Baker St., Patchogue, New York 11772, or at such other place or places as the Agency may, from time to time designate.

Article 2 – Membership and Officers

Section 1 - Members:

A. The members shall meet the following requirements:

- (i) All members appointed after April 6, 2009 shall not currently be or in the past two (2) years have been employed by the Agency or an affiliate in an executive capacity.
- (ii) All members appointed after April 6, 2009 shall not be or in the past two (2) years have been employed by an entity that received remuneration valued at more than fifteen thousand (15,000) dollars for goods and services provided to the Agency or received any form of financial assistance valued as more than fifteen thousand (15,000) dollars from the Agency.
- (iii) All members appointed after April 6, 2009 shall not be a relative of an executive officer or an employee in an executive position of the Agency or an affiliate.
- (iv) No members appointed after April 6, 2009 shall be or in the past two (2) years have 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 Agency or an affiliate.
- (v) No member shall serve as the Executive Director or hold any other equivalent position while also serving as a member.
- (vi) No member shall receive compensation for their services but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.

B. Member Responsibilities:

- (i) The Agency shall be overseen and governed by its Board through its Members who shall exercise oversight and control over the officers and staff of the Agency.
- (ii) The members shall be responsible for understanding, reviewing and monitoring the implementation of fundamental financial and management controls and operational decisions of the Agency.
- (iii) Within one (1) year of his/her appointment to the Agency, each member must participate in New York State approved training regarding their legal, fiduciary, financial and ethical responsibilities as a member of the Agency. All members must participate in continuing training as may be required to remain informed of the best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of the Agency.
- (iv) The members shall be responsible for establishing written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the authority, investments, travel, acquisition of real property and the disposition of real and personal property and the procurement of goods and services; and
- (v) The members shall adopt a defense and indemnification policy and disclose such plan to any and all prospective board members.

- C. Voting Members and Terms of Appointment: The appointed members of the Agency shall be voting members of the Agency. All members of the Agency shall serve until such time as their successors have been duly appointed by the Mayor of the Village of Patchogue with the concurring approval of the Board of Trustees, subject to compliance with the requirements of New York State Law applicable to municipal urban renewal agencies and Article 15-B of the General Municipal Law
- D. Alternate Members: One alternate member will be duly appointed by the Mayor of the Village Of Patchogue with the concurring approval of the Board of Trustees. The Chairman will call upon the alternate when necessary to meet quorum, whereupon the alternate will have authority to act as a full member. The alternate member may be appointed to serve as a member of an Agency committee.

Section 2 Officers:

The Officers of the Agency shall be a Chairman, Vice- Chairman, and Executive Director.

- A. Chairman: The Chairperson shall preside at all meetings of the Agency. In the absence or incapacity of the Executive Director and except as otherwise authorized by resolution of the Agency, the Chairman shall sign all contracts, deeds, resolutions, agreements and other written instruments to be executed on behalf of the Agency. The Chairman shall serve as Ethics Officer. The Chairman shall be appointed by the Mayor of the Village of Patchogue with the concurring approval of the Board of Trustees.
- B. Vice-Chairman: the Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. The Vice-Chairman shall be elected by a majority of all members of the Agency with concurring approval of the Mayor of the Village of Patchogue and the Board of Trustees.
- C. Executive Director: The Executive Director shall be appointed by the Mayor of the Village of Patchogue with the concurring approval of the Board of Trustees upon the recommendation of the majority of all members of the Agency. The Executive Director shall not be a member of the Agency board. The ED shall perform such duties as the Agency may prescribe or designate. The ED shall have general supervision and management of the Agency and all agency staff and employees shall report directly to the ED. The ED shall serve as the Agency’s Chief Financial Officer and is responsible for oversight of the financial affairs of the Agency. Except as otherwise authorized by resolution adopted by the Board, the ED shall execute all agreements, bonds, notes, contracts, agreements, deeds, leases and any other instrument of the Agency. The ED shall assist the Chairman with such matters as the Chairman of the Board may request in the Agency’s public purposes. The ED shall be charged with leading the Agency and carrying out its Mission Statement and fulfilling its public purposes under applicable Federal, State and local laws.

Article III – Committees

Section 1 – Audit Committee: The Chairman shall appoint an Audit Committee comprised of independent members, as defined in section 2825 of the Public Authorities Law, who are, to the extent practicable, familiar with corporate financial and accounting purposed. The Audit Committee is established for the purpose of providing recommendations to the Agency on hiring of a certified independent accounting firm, establishing the compensation to be paid to the certified independent accounting firm and providing direct oversight of the performance of the independent annual audit performed by the certified accounting firm.

Section 2 – Governance Committee: The Chairman shall appoint a Governance Committee comprised of independent members, as defined in section 2825 of the Public Authorities Law, for the purpose of governance trends, updating the corporation’s governance principles, and advising appointing authorities on the skills and experiences required of prospective Agency members.

Section 3 – Other Committees: In addition to those identified in sections (1) and (2), herein, the Agency may create any other special committees as it deems desirable and may grant them such powers as it deems warranted.

Section 4 – Committee Quorum: A majority of the total membership of a committee shall constitute a quorum.

Article IV – Meetings and Procedures

Section 1 – Annual Meeting: The annual meeting of the Agency shall be held between April 15 and May 15 of each calendar year, for the purpose of receiving the annual report of the Executive Director, for holding a preliminary hearing on the Agency’s forthcoming budget and for the conducting of such other business of the Agency.

Section 2 – Regular Meetings: Regular meeting of the Agency shall be held on the first Thursday of each month at 7:00 pm at the Village Hall for the Incorporated Village of Patchogue, 14 Baker Street. Notification of said meeting shall be posted on the Agency’s website.

Section 3 – Special Meetings: Special meetings may be called by the Chairman or Executive Director when he/she deems it advisable and shall be called by him/her at the request of any three (3) members of the Agency for the purpose of transacting business designated in the call. At the special meeting, the business to be transacted shall be only that stated in the notice of such meeting, except that any other business may be transacted at such meeting by the unanimous consent of all members of the Agency.

- A. The call for a special meeting may be made orally to a member or a writing may be delivered to a member of the Agency via facsimile, e-mail, hand-delivery to the member’s residence, or mailed to the member’s home address and such oral notice, fax, electronic transmission, delivery or mailing shall be performed at least 48 hours prior to the date of such meeting.
- B. Waivers of Notice: Notice of any meeting need not be given to any member 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/her.

Section 4 – Quorum: At all meetings of the Agency a majority of the members of the Agency shall constitute a quorum.

Section 5 – Order of Business: At regular meetings of the Agency, the order of business shall be determined by the chairman. All resolutions shall be in writing and shall be copied in the Minute Book of the proceedings of the Agency.

Section 6 – Rules of Order: All meetings shall be conducted under the most recent edition of Robert’s Rules of Order, Revised, unless otherwise provided by applicable law or these by-laws.

Section 7 – Manner of Voting: All voting shall be in accordance with Robert’s Rules of Order Revised. At meetings where there is a quorum present, a majority vote shall be necessary to constitute a vote of approval on any motions placed before the Agency.

Section 8 - Public Meetings: CDA meetings shall be held in accordance with the requirements of the Public Meetings Law

Article V – Loans Prohibited

The Agency is prohibited from and the officers and members shall not approve any extension or maintenance of credit, the arrangement for the extension of credit, or the renewal of an extension of credit in the form of a personal loan to or for any officer or member. As stated in the Agency’s Code of Ethics, officers and members are prohibited from accepting the same.

Article VI – Amendments to By-Laws

The By-Laws may be amended at any regular or special meeting by a majority of the members of the Agency provided the proposed amendment shall have been submitted in writing to the members of the Agency at least five (5) days prior to the regular or special meeting which a vote is taken on the said proposed amendment.

Adopted on May 7, 2009

Amended July 2, 2009