



**By-Laws of
Orange County Partnership Inc.
As Amended and adopted December 5, 2017**

ARTICLE I – OFFICES

The Principal Office of the Orange County Partnership Inc. (“the Corporation”) shall be in the Village of Goshen, Town of Goshen, Orange County, State of New York.

ARTICLE II - PURPOSES

The purposes for which the Corporation has been organized are to act in a responsible and legal manner to:

1. Promote private business development in Orange County.
2. Provide contractual marketing services to private businesses and municipal entities within Orange County.
3. Engage in studies, research and similar activities to aid private business development in Orange County.
4. Supply timely information to private business or economic development groups and to the general public with respect to the economic and orderly development of Orange County.
5. Collaborate with federal, state, county and municipal governments and their agencies to foster economic development in Orange County.
6. Collaborate with trade associations and Chambers of Commerce to bring about the aforesaid purposes.
7. Conduct business development activities, including advertising and publicity.

ARTICLE III - QUALIFICATION FOR MEMBERSHIP

Membership shall be open to Individuals, Companies, Private Corporations, and other Private Entities who become investors in, and support the objectives and programs of the Corporation. Membership does not include voting rights as to the governance, selection of Officers and board members, and setting of policy or its implementation by the Corporation.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The affairs of the Corporation shall be governed by the Board of Directors (hereinafter sometimes referred to as the Board). The Board shall set policy and procedures and shall oversee the distribution of the Corporation's funds.

2. NOMINATION OF DIRECTORS AND OFFICERS

The Governance Committee shall also serve as a nominating Committee and shall provide the Board with a slate of qualified candidates for the Board of Directors and for officers of that Board. Such candidates will be presented to the Board at the meeting immediately prior to the Annual Meeting of the Corporation. Individuals who hold any elected or appointed federal, state, county or municipal government office or position shall be ineligible to be a candidate for the Board of Directors.

3. ELECTION AND TERM OF DIRECTORS

At each Annual Meeting of the Corporation, the Board shall elect Directors to hold office. All elected Directors shall serve three - year terms, except as noted in Article IV, section 6.

No Director shall serve more than two consecutive terms, exclusive of the time served as an Officer or filling the unexpired term of another Director. After serving two consecutive terms, members will not be eligible to stand for election until at least one year has elapsed.

A Director must have at least 66% attendance at Board Meetings during his or her initial term in order to be renominated for an additional term. Based on a Director's overall participation and involvement, the Executive Committee can make exceptions to this requirement. No substitute representation of Directors shall be allowed at meetings.

4. ELECTION OF DIRECTOR EMERITUS

Director Emeritus is an honorary title given to an individual who has served at least two consecutive terms as an Officer and/or Director and who has contributed significantly to the growth and success of the Corporation.

The nomination of a Director Emeritus shall be made by a Director and seconded by another Director at a regular Board Meeting. The election of a Director Emeritus shall take place at the next regular Board Meeting with all Directors voting, whether in attendance or by call-in, with the exception of the nominee. A Director Emeritus serves

for three years. Every year, the Nominating Committee shall review and make nominations to the full Board for individuals they wish to appoint or re-appoint as Director Emeriti. The selection will then be put to a vote before the full Board.

A Director Emeritus has no formal responsibilities on the Board but will be included in social events and be kept on the Board mailing lists. From time to time the Chairperson or the Executive Committee may appoint a Director Emeritus to serve on a standing or special Committee. While serving on that Committee, the Director Emeritus shall be a non-voting member of the Board.

5. [RESERVED]

6. INCREASE OR DECREASE IN NUMBERS OF DIRECTORS

The number of Directors, exclusive of Director Emeriti, may be increased or decreased by vote of the majority of all the Directors. There shall be a minimum of 20 Directors with a maximum of 30 Directors.

7. VACANCIES

Vacancies occurring on the Board for any reason may be filled by a vote of the majority of the Directors then in office and in attendance at the meeting.

A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

8. RESIGNATION

A Director may resign at any time by giving written notice to the Board. Any Director who is elected or appointed to any federal, state, county or municipal office or position shall resign from the Board at least 30 days prior to the effective date of such office or position or, in the absence of such resignation, be removed by a vote of a majority of the Directors then in office. In the event such resignation or removal has not occurred prior to the date that such election or appointment becomes effective, then the Director shall be deemed removed on the date that such office or position becomes effective. In the event that a resignation of a member of the Executive Committee takes place, the Officer that would be next in line according to the succession plan stipulated in Article IV, Section 15 of this document shall be used in determining the person to fill that vacancy. A Nominating Committee meeting shall be convened within a reasonable time period. The purpose of that Nominating Committee meeting will be to discuss nominees to be presented to the Executive Committee for review. The Nominating Committee will present a report to the Board with a recommendation to fill the vacancy.

9. QUORUM OF DIRECTORS

A majority of voting Directors shall constitute a quorum for the transaction of business of the Board of Directors at any legally convened meeting.

10. ACTION OF THE BOARD

A vote by the majority of the Directors present at a Board Meeting, if a quorum is present at that time, shall constitute an official act of the Board. Each Director present shall have one vote.

11. BOARD MEETINGS

The Board may hold its meetings at such places, dates and times as it may from time to time determine. Directors will receive notice of place and time of Regular Board Meetings at least 7 days prior to the meeting. Robert's Rules of Order shall be the procedural guide by which all meetings shall be conducted.

12. SPECIAL MEETING

Special Meetings of the Corporation may be called by a) the Chairperson or b) by written request of two Directors of the Board. Directors will receive notification at least three days in advance of a special meeting. Such notification shall include the location of the Special Meeting.

13. ORDER OF BUSINESS

The order of business at all meetings shall be fixed by the Chairperson.

14. CONDUCT OF MEETINGS

The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, the Vice Chairperson or the Second Vice Chairperson (in that order) shall preside.

15. EXECUTIVE COMMITTEE AND OFFICERS

The Executive Committee shall be made up of the Chairperson, Vice Chairperson, Second Vice Chairperson, Secretary, Treasurer and the Immediate Past Chairperson. The Chairperson may appoint additional members of the Executive Committee with the approval of the Board. Officers of the Board will be elected for a two year term at the Annual Meeting of the Corporation. Succession of Officers shall be in the order as shown in this item of Article IV.

The responsibilities of the Executive Committee include, but are not limited to, hiring, termination, evaluation and compensation of the Chief Executive Officer.

All Committee reports shall be forwarded to the Executive Committee for review by the Executive Committee and such action as the Executive Committee shall deem appropriate.

16. GOVERNANCE COMMITTEE

The Governance Committee shall be made up of a minimum of three Board members whose function is to evaluate and make recommendations regarding the By-laws and the rules and regulations of the Corporation. This Committee shall also serve as the Nominating Committee. The Nominating Committee will also include the immediate past Chairperson.

17. FINANCE COMMITTEE

Shall be made up of a minimum of three Board members with the responsibility to select the audit firm; to review and respond to the audited financial statements and related issues; to provide the oversight for the creation and approval of the annual budget; and to address required financial issues.

18. OTHER COMMITTEES

The Chairperson, with the approval of the Board, may establish Committees to perform such duties, as from time-to-time may be required. Each such Committee shall serve at the pleasure of the Chairperson.

19. ALLOWABLE METHODS OF VOTING

All legally generated votes may be submitted in person by voice, show of hands, or paper ballot, or other than in person by way of teleconference or videoconference as permitted under State law. Notice of a pending vote shall be given within a reasonable amount of time.

ARTICLE V - ALLIANCE FOR BALANCED GROWTH COMMITTEE

Alliance for Balanced Growth Committee - The Alliance for Balanced Growth is a Committee whose members make up a cooperative effort among area developers, landowners, commercial real estate professionals, engineers, land-use attorneys, construction services and the Corporation. The goal of this Committee has been to educate the public on the business and land-use planning advantages of commercial development and to learn cooperatively about issues they face.

ARTICLE VI – OFFICERS

1. OFFICERS, ELECTION, TERM

The Board may elect a Chairperson, Vice Chairperson, Second Vice Chairperson, Secretary and Treasurer, who shall have such duties, powers, and functions as hereafter provided. The Immediate Past Chairperson shall serve as an Officer. All Officers shall be elected to hold office until the meeting of the Board following the Annual Meeting.

2. CHAIRPERSON OF THE BOARD

The Chairperson of the Board shall preside at all Board meetings. The Chairperson shall appoint Board Members to Committees and shall appoint the Committee Chairs, except for the appointment of the Members and the Chair of the Alliance for Balanced Growth Committee.

3. VICE-CHAIRPERSON

The Vice Chairperson shall perform all duties incumbent upon the Chairperson during the absence of the Chairperson.

4. SECOND VICE-CHAIRPERSON

The Second Vice-Chairperson shall perform all duties incumbent upon the Chairperson during the absence of both the Chairperson and Vice-Chairperson.

5. IMMEDIATE PAST CHAIRPERSON

The Immediate Past Chairperson shall perform all duties incumbent upon the Chairperson during the absence of the Chairperson, Vice Chairperson and 2nd Vice Chairperson.

6. SECRETARY

The Secretary shall record all transactions of the Board at legally convened meetings. The Secretary shall be authorized to execute such documents as may be appropriate and as shall be authorized by the Board.

7. TREASURER

The Treasurer shall direct the preparation of all financial documents legally approved by the Board. The Treasurer be authorized to execute such documents as may be appropriate and as shall be authorized by the Board.

ARTICLE VII- PRESIDENT

The Board shall appoint a President. The President shall serve as the Chief Executive and Administrative Officer of the Corporation.

ARTICLE VI II- SEAL

The seal of the Corporation shall be as follows:



ARTICLE IX - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE X - BUDGETS AND FISCAL YEAR

It is the duty of the President to cause a proposed budget to be submitted annually to the Board for review and consideration.

The Board may make any changes to the proposed budget that the Board considers necessary and appropriate.

ARTICLE XI– DISBURSEMENTS

The Board shall cause to be established a system regarding the manner in which disbursements for expenses are authorized.

For Board approved budget items approval by the President is required in order to make disbursements from the Corporation's accounts. **All checks shall require two signatories.**

ARTICLE XII – AMENDMENTS OF BY-LAWS

These By-Laws may be amended at any Regular Meeting of the Board by a two-thirds vote of the Board, providing that the amendment has been submitted in writing to the Board and distributed to all Board Members at the previous Regular Meeting.

NOTE: Robert's Rules of Order (Tenth Edition) shall be the guide for all procedural matters not covered by this document.