

**TOMPKINS COUNTY
EMPIRE ZONE ADMINISTRATION BOARD**

BY-LAWS

Article I. Name and Office

The official designation shall be the Tompkins County Empire Zone Administration Board, abbreviated ZAB, and herein called the "Board." The principal office of the Board shall be located in the Tompkins County Area Development office. The mailing address for the Board shall be in c/o TCAD, 200 E. Buffalo St., Suite 102A, Ithaca, NY, 14850.

Article II. Purpose, Powers and Duties

The Board shall be responsible for coordinating, monitoring, and evaluating Empire Zone (EZ) benefits on behalf of Tompkins County in accordance with Article 18-B of the New York State General Municipal Law, the enabling legislation for the Empire Zone. The responsibilities of the Board include, but are not limited to the following tasks:

1. Reviewing and approving business applications for TCEZ certification
2. Setting annual goals that fit with the state-approved TCEZ development plan
3. Assuring that annual reports to the state are submitted in a timely fashion

Article III. Administration

Administration of the EZ shall be the responsibility of the EZ Coordinator who will serve in conjunction with TCAD and be under the oversight of the President of TCAD. The records of the Board shall be maintained by TCAD and shall include the minutes of each meeting, resolutions, agendas, By-Laws, financial data, and annual reports. Old records shall be turned over to Tompkins County Planning Department for permanent storage.

The Director of Tompkins County Department of Assessment shall serve as the Local Zone Certifying Officer. This person may not serve as a member of the ZAB, per local law.

Article IV. Membership

Section 1. Members

The Board shall consist of nine voting members. The membership shall consist of those persons duly appointed by the Tompkins County Legislature as provided by the Tompkins County Charter. The Chairman of the Board shall be the Tompkins County Commissioner of Planning, who shall be appointed ex officio. The remaining eight members shall be appointed each as representing one of the following classifications:

- Business
- Organized Labor
- Community Organization
- Financial Institutions
- Education
- Residents

All six classifications shall be represented as required by Article 18-B of the New York State General Municipal Law. The members of the Board will chose a Vice-Chairman to act in the Chairman's absence.

Section 2. Terms

The members of the Board shall serve staggered three-year terms. Terms shall begin on January 1st. (Except for the founding board whose terms shall be extended to begin on October 3rd, 2006.) Members shall serve their term length or until such time as they no longer represent the classification in which they were appointed, whichever is shorter. A Board member may resign, or be removed from the Board for just cause by vote of majority of the remaining Board. Vacancies created by resignation or removal can be filled at any time. A Board member can apply to be appointed to subsequent terms, but is not guaranteed appointment.

Section 3. Attendance

Members are expected to attend all meetings of the Board. Absences caused by illness, extreme weather conditions, or by personal matters of importance are excusable. If a Board member has two unexcused absences or misses one-half of the regularly scheduled meetings in one year, his/her membership on the Board shall be automatically terminated. The Chair (of the Board) shall then notify the Clerk of the Legislature with a copy to the terminated member.

Voting members may request a leave of absence for up to six months. The Board may allow such leave of absence for a member only once during that member's three year term.

Section 4. Vacancies

Vacancies shall be filled by the Board Chair, subject to approval by the Board and confirmation by the Legislature.

Section 5. Associate Members

The Board may appoint associate members for special projects. Such members may participate in Board discussions and serve on committees; such members may vote in committee only. Associate members shall serve terms that expire annually on December 31. Associate members may be re-appointed.

Article V. Meetings

Section 1. Regular Meetings

A regular meeting schedule shall be established at the Board's annual meeting. The Board shall meet, at a minimum, two times each year.

Section 2. Annual Meeting

The first meeting of the Board after January 1st shall be considered the annual meeting.

Section 3. Special Meetings

The Chair shall be empowered to call a special meeting. The Chair shall call a meeting at the written or e-mail request of two voting members.

Section 4. Conduct of Meetings

The Board shall abide by the New York State Open Meetings Law. In the conduct of meetings and the transaction of Board business, the Chair shall follow the most recent edition of Robert's Rules of Order. In the event of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws shall take precedence.

Section 5. Quorum

A quorum for the transaction of business by the Board shall consist of a majority of the appointed members of the Board.

Section 6. Voting

Action by the Board, except for amendment of the Bylaws, shall be by majority vote of the attendees, a quorum being present. Proxy voting and participation by conference call shall not be permitted. The Board may, without a quorum being present, pass by a majority of the members present a resolution known as a "sense of the body resolution" which shall specifically state in the resolution that it represents the action of a majority of the members present in the absence of a quorum.

Section 7. Minutes

The Board shall keep minutes of all regular and special meetings. For regularly-scheduled meetings, an agenda and draft minutes of the previous meeting will be provided one week prior to the meeting.

Section 8. Canceling Meetings

The Chair shall be empowered to cancel a meeting of the Board if deemed necessary.

Article VI. Committees

Section 1. Appointment; Membership

The Chair of the Board may establish committees as appropriate, subject to approval of the members of the Board. Each committee shall consist of at least two voting members of the Board and may include one or more associate members. The Chair of the Board shall appoint the chair of each committee who shall be a voting member of the Board.

Section 2. Terms of Committees

Committees will be temporary in nature. Each committee shall be established for one year or until the assigned task is completed, whichever is shorter.

Section 3. Reports

All committees shall be responsible to the Board. Committees shall keep the Board informed of their meeting schedule, shall keep a record of their meetings, and shall make reports to the Board of their activities and future plans from time to time, as shall be required.

Article VII. Adoption

These bylaws shall become effective upon adoption by a two-thirds vote of the authorized membership of the Board and upon the approval of the County Legislature.

Article VIII. Amendment of Bylaws

These Bylaws may be amended by:

1. A majority vote of the Board, provided that five (5) days written notice of the proposed amendment is provided to the Board; or
2. A two-thirds vote of the Board if no notice is given.

**Bylaws approved by the Tompkins County Legislature 12/7/2006
Resolution 221 of 2006**