

**BY-LAWS OF THE
MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

SECTION 1 – NAME OF AGENCY: The name of this agency is the Middletown Community Development Agency (MCDA).

SECTION 2 – MEMBERSHIP ON THE MCDA BOARD: The MCDA Board of Directors will consist of ten (10) members, being the Mayor and all the members of the City of Middletown Common Council. The Mayor and members of the City of Middletown Common Council serve as members of the MCDA pursuant to Section 601-a of the New York General Municipal Law.

SECTION 3 – SEAL OF THE AGENCY: The seal of the MCDA is in the form of a circle bearing the inscription “Middletown Community Development Agency.”

**ARTICLE II
OFFICERS AND EMPLOYERS**

SECTION 1 – OFFICERS: The officers of the MCDA Board are the Chairperson and Vice Chairperson. The Chairperson shall be the Mayor pursuant to Section 601-a of the New York General Municipal Law. The Vice Chairperson shall be elected at the annual meeting of MCDA from among the members of the MCDA Board.

The Vice Chairperson will hold the office for one (1) year thereafter or until her/his successor is elected and qualified.

SECTION 2 - CHAIRPERSON: The Chairperson will preside at all meetings of the MCDA, appoint committees, and perform such other duties as may be required by law or as instructed by the MCDA Board. Except as otherwise authorized by resolution of MCDA, the Chairperson will sign all contracts and other instruments made by MCDA, except that checks will require the signature of two persons, as set forth below.

SECTION 3 - VICE CHAIRPERSON: The Vice Chairperson will act as Chairperson when the Chairperson is absent and will perform all the duties of the Chairperson, including the signing of the documents, as provided above, in the absence or incapacity of the Chairperson and during a vacancy in the office of Chairperson.

SECTION 4 – EMPLOYEES: MCDA will appoint or contract for the following positions:

1. Executive Director
2. Attorney
3. Secretary
4. Treasurer
5. Other employees or contractors as determined by the MCDA Board.

As authorized by New York General Municipal Law, any such employees and/or contractors may also be employees of the City of Middletown, New York.

SECTION 5 – EXECUTIVE DIRECTOR: The Executive Director will be the administrative officer of MCDA who will see that the plans, orders, directives, rules, and contracts of MCDA are faithfully executed. She/he will attend all meetings of MCDA. She/he shall carry out all official correspondence and is authorized to prepare, sign, and submit all applications, reports, forms, documents, and records required or authorized by MCDA.

The Executive Director will serve at the pleasure of the MCDA Board and will receive compensation as fixed by the Board. She/he may be bonded if the Board deems it necessary.

SECTION 6 - ATTORNEY: MCDA shall appoint or contract for an Attorney who will be responsible to MCDA. She/he will be the legal advisor to the Board, the Executive Director, and MCDA. The Attorney will furnish opinions or written reports on any question of law involving the agency, if requested. She/he will draw or approve all contracts, deeds, or other legal instruments to which MCDA is a party or has an interest. She/he will represent the MCDA in any litigation involving the MCDA.

SECTION 7 - SECRETARY: The Secretary will keep the records of MCDA, record attendance at meetings, and record all proceedings and votes in a minute book to be kept for such purpose. She/he will have the power to affix the seal of MCDA, which is kept in the MCDA office, to any and all documents authorized to be executed by MCDA. The Secretary will attest to the authenticity of all authorized documents and perform other duties required by the MCDA Board.

SECTION 8 - TREASURER: The treasurer will be responsible for the funds of MCDA and oversee the disbursement of funds. She/He, and the officers of MCDA, have the authority to issue and sign checks when in the receipt of payment vouchers certified by the Executive Director. All checks require the signature of two persons, one of whom must be the Treasurer or such other official as designated by the MCDA Board. A monthly report of the expenditures of MCDA will be presented by the Treasurer at each Board meeting.

SECTION 9 - OTHER EMPLOYEES AND/OR CONTRACTORS: Such other employees and/or contractors as the MCDA Board shall determine as necessary for the proper administration of MCDA.

SECTION 10 – POWERS AND DUTIES OF THE MEMBERS OF THE BOARD: The powers and duties of the members of the MCDA Board are set forth in Article Fifteen A (15A) of the General Municipal Law of the State of New York. The members of the Board shall perform such duties as are incumbent upon them by reason of their office and such other duties as are incidental to the office and which may from time to time be authorized by resolution of the MCDA. The MCDA Board may create such committees, and delegate to those committees powers, as it deems appropriate or as otherwise required by New York State law.

ARTICLE III

MEETINGS

SECTION 1 – ANNUAL MEETING: The annual meeting of the agency shall be held on the third Tuesday in January for the purpose of receiving the Annual Report from the Executive Director, election of Vice Chairperson, and for the conduct of such other business as may come before the meeting.

SECTION 2 – REGULAR MEETING: Regular meetings of the MCDA Board will be held on the first Tuesday of each month. In the event that the date of the regular meeting shall fall on a legal holiday, the meeting will be held on a day as close thereto as possible, as determined by the Chairperson of MCDA, and notice of such meeting, with an agenda, shall be delivered to the Board members at least four (4) days in advance of such meeting.

SECTION 3 – SPECIAL MEETINGS: Special meetings may be called by the Chairperson when she/he deems it necessary or at the request of any three members of the MCDA Board for the purpose of transacting specific items of business for which the meeting is called. At the special meeting, the items of the business must be only those specified in the agenda of the special meeting. Other items of business can only be added to the agenda with the unanimous consent of all of the members of the Board.

The call for a special meeting may be delivered to any member of MCDA, left at his/her place of residence or place of business, or mailed to his/her business or home address. Notice of the special meeting must be delivered or mailed at least two (2) days prior to the date of the meeting, if possible. Notice of the special meeting must be delivered via fax, e-mail or other means to the media at least two (2) days prior to the date of the meeting, if possible, and must be posted on the City of Middletown's website.

SECTION 4 – QUORUM: At all meetings of the MCDA Board, a majority of the members attending in person, and not by proxy, shall constitute a quorum.

SECTION 5 – ORDER OF BUSINESS: At the regular meetings of the MCDA Board, the following shall be the order of business:

- A. Roll Call
- B. Minutes
- C. Financial Report
- D. Executive Director's Report
- E. Bills and Communications
- F. Old Business
- G. New Business
- H. Adjournment

ARTICLE IV
AMENDMENTS

The Bylaws may be amended at any regular or special meeting by a majority of the members of the MCDA Board provided the proposed amendment shall have been submitted in writing to the members of the MCDA Board at least five days prior to the regular or special meeting at which a vote is taken on said proposed amendment.

ARTICLE V
INDEMNIFICATION

The MCDA may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she/he was a director, officer, employee or agent of the MCDA, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The MCDA may purchase or obtain such insurance as the MCDA Board determines to be reasonably necessary.

ARTICLE VI
MISCELLANEOUS

SECTION 1 – BOOKS AND RECORDS: The MCDA shall keep at the principal office of the MCDA complete and correct records and books of account of the MCDA, including a minute book, which shall contain a copy of the MCDA's organizational documents, a copy of these By-Laws and all minutes of meetings of the Board, or any committee thereto.

SECTION 2 – FISCAL YEAR: The fiscal year of the MCDA shall be a calendar year.

SECTION 3 – DEPOSITORIES AND CHECKS: The MCDA Board is authorized to select such depositories as it shall deem proper for the funds of the MCDA and shall determine who shall be authorized on the MCDA's behalf to sign bills, notes, receipts, checks and the like.

SECTION 4 – FUNDS AND ASSETS: The funds and assets of the MCDA may be retained in whole or in part in depository accounts at a bank or financial institution appropriately insured or be invested and reinvested from time to time in such property, real, personal or otherwise, including mortgages, as the MCDA Board may deem desirable or advisable, or as otherwise required by law.

SECTION 5 – AUDIT: The MCDA Board will cause an audit to take place yearly in accordance with the requirements of New York State law.