

**BY-LAWS  
OF  
ALBANY COUNTY BUSINESS DEVELOPMENT CORPORATION**

**ARTICLE I – MEMBERS**

The Albany County Business Development Corporation (the “**CORPORATION**”) shall have no members.

**ARTICLE II – BOARD OF DIRECTORS**

**SECTION 1**

*Powers and Number*

The board of directors of the **CORPORATION** (the “**BOARD**”) shall have general power to control and manage the affairs and property of the **CORPORATION** in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of voting directors constituting the entire **BOARD** after the first annual meeting of the **BOARD** shall be nine (9). The number may be increased to eleven (11) by a vote of at least seven (7) directors, or decreased by amendment of the By-Laws, but no decrease shall shorten the term of any incumbent director. Where in these By-Laws action is required or permitted by a majority of the entire **BOARD**, this shall mean the total number of directors entitled to vote which the **CORPORATION** would have if there were no vacancies. Any matter to come before the **BOARD**, or a committee thereof, which involves the subject of conflict of interest or the **CORPORATION’S** Code of Ethics, accounting and financial reporting processes, auditor selection or oversight, or the **CORPORATION’S** whistleblower policy, shall be dealt with exclusively by independent directors.

For purposes of these By-Laws, a director of the **CORPORATION** shall be an “independent director” if he or she

- a. is not, and has not been within the last three years, an employee of the **CORPORATION** or of an affiliate thereof, and does not have a relative who is, or has been within the last three years, a key employee of the **CORPORATION** or an affiliate thereof;
- b. has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000.00 in direct compensation from the **CORPORATION** or an affiliate thereof (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); and
- c. is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or who has a substantial financial interest in, any entity that has made payments to, or received payments from, the **CORPORATION** or an affiliate thereof for property or services in an amount which,

in any of the last three fiscal years, exceeds the lesser of \$25,000.00 or two (2%) percent of such entity's consolidated gross revenues. (For purposes of this subsection "c.", membership dues constitute payments; however, charitable contributions do not constitute payments.)

## **SECTION 2**

### *Qualifications*

A director shall be at least eighteen years of age and have substantial experience in Albany area businesses. Such experiences shall include, but not be limited to banking, finance, accounting, corporate law or experience in a small business.

## **SECTION 3**

### *Appointment and Term of Office*

The initial directors of the **CORPORATION** shall be the persons named in the Certificate of Incorporation of the Corporation. They shall serve for the terms as set forth below in this section.

- a. Three (3) of the directors shall be appointed by the Albany County Executive, two (2) of whom shall serve for a three-year term and one (1) who shall serve for a two-year term.
- b. Three (3) of the directors shall be appointed by the Albany County Legislature, two (2) of whom shall serve for a three-year term and one who shall serve for a two-year term. Of the directors serving a three-year term, one (1) shall be selected by the Legislature's majority party and one (1) shall be selected in the Legislature's minority party. The third director, who shall serve for a two-year term, shall be selected by the entire Legislature.
- c. One (1) director shall be appointed by the Albany-Colonie Regional Chamber of Commerce from its staff and serve for a three-year term.

The Chairman of the Albany County Legislature shall serve ex-officio, in a nonvoting capacity on all decisions regarding financing to businesses.

The Albany County Executive shall serve ex-officio, in a non-voting capacity on all decisions regarding financing to businesses.

## **SECTION 4**

### *Removal*

Any director may be removed, for cause, by a vote of a majority of the entire **BOARD** at any special meeting of the **BOARD** called for that purpose. A director who misses three (3)

consecutively scheduled meetings shall be automatically removed, but may be reinstated by a vote of a majority of the entire **BOARD** for good cause shown.

## **SECTION 5**

### *Resignation*

Any director may resign from office at any time by delivering a resignation in writing to the other members of the **BOARD** and to the person or body who appointed him/her. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

## **SECTION 6**

### *Vacancies and Newly Created*

Any vacancies on the **BOARD** arising at any time and for any cause are to be filled by the person or body, who appointed the departing **BOARD** member, as described in detail at **Section 3 of this Article**. Any director chosen to fill any vacancy shall serve the remaining duration of the term that he/she filled. In the case of a newly created board seat, the person shall serve until the next annual meeting, at which time the **BOARD** shall amend the By-laws to incorporate the newly created position and to define the terms of said newly created director.

## **SECTION 7**

### *Place and Time of Meetings*

The annual meeting of the **BOARD** shall be held in December of each year at a time and place fixed by the **BOARD**. The time and place for holding regular meetings shall be fixed by the **BOARD**. A special meeting may be called at any time by the Chairman of the Board or by written demand of any director at any time and place specified by them.

## **SECTION 8**

### *Notice of Meetings*

Notice of the time and place of each regular, special or annual meeting of the **BOARD**, and to the extent possible, a written agenda stating all matters upon which action is proposed to be taken shall be hand-delivered or mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the secretary), at least eight (8) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telephone, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to a director 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 or her.

The **CORPORATION** is subject to the New York Open Meetings Law, and notice of meetings of the **BOARD** shall be given as required by that Law.

## SECTION 9

### *Quorum and Voting*

At all meetings of the **BOARD**, a majority of the entire **BOARD** shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these By-laws, at any meeting of the **BOARD** at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the **BOARD**.

A vote to approve the sale, lease, exchange or disposal of all or substantially all of the real property of the **CORPORATION** shall be approved by a two-thirds vote of the entire **BOARD**.

The **CORPORATION** shall not enter into any Related Party Transaction (hereinafter defined) unless the transaction is determined by the **BOARD** to be fair, reasonable and in the **CORPORATION'S** best interest at the time of such determination. Any director, officer or key employee who has an interest in a Related Party Transaction shall disclose in good faith to the **BOARD** or **BOARD** committee the material facts concerning such interest.

If a Related Party (hereinafter defined) has a substantial financial interest in a particular transaction the **BOARD** or **BOARD** committee must:

- a. consider alternatives to the extent available;
- b. approve the transaction by at least a majority vote; and
- c. contemporaneously document in writing the basis for its approval including its consideration of alternative transactions.

Related Parties are not permitted to participate in deliberations or voting on Related Party Transaction matters, provided that:

- a. any director, officer, or key employee who has an interest in a Related Party Transaction must disclose in good faith the material facts concerning such interest to the **BOARD** or committee; and
- b. a Related Party may upon request provide information concerning a Related Party Transaction prior to the commencement of deliberations or voting on the Related Party Transaction.

A "Related Party Transaction" is defined as any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the **CORPORATION** or any affiliate thereof is a participant.

A “Related Party” is:

- a. any director, trustee, officer, or key employee of the **CORPORATION** (or any affiliate);
- b. any of their respective relatives; or
- c. any entity in which any individual described above has a 35% or greater ownership or beneficial interest, or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

## **SECTION 10**

### *Meetings and Action by the Board Without a Meeting*

Unless within the powers of an officer or committee of the **CORPORATION**, the power to conduct the business and affairs of the **CORPORATION** shall be exercised by the **BOARD** during an annual, regular or special meeting of the **BOARD**. At any meeting of the **BOARD**, a director may be present by telephone conference so long as all persons participating can hear each other at the same time and each director can participate in all matters before the **BOARD**. Further, at any meeting of the **BOARD**, a director may be present by video conference so long as all persons participating can hear each other at the same time and each director can participate in all matters before the **BOARD**.

Any action required or permitted to be taken by the **BOARD** or by any committee thereof may be taken without a meeting if all members of the entire **BOARD** or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the **BOARD** or committee.

## **SECTION 11**

### *Committees of the Board*

The **BOARD**, by resolution adopted by a majority of the entire **BOARD**, may establish and appoint an executive and other standing committees. The Chairman of the board shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three or more directors and to the extent provided in the resolution establishing it, shall have all the authority of the **BOARD** except as to the following matters:

- a. the filling of vacancies on the **BOARD** or on any committee;
- b. the amendment or repeal of the By-laws or the adoption of new By-laws;
- c. the amendment or repeal of any resolution of the **BOARD**, which by its terms shall not be so amendable or repealable; or

- d. the fixing of compensation of the directors for serving on the **BOARD** or any committee.

## **SECTION 12**

### *Chairperson*

Chairperson of the Board shall be elected by a majority of the **BOARD**. The chairperson of the board shall preside at all meetings of the **BOARD** and shall generally supervise the affairs of the **CORPORATION**. He or she shall keep the **BOARD** fully informed. He or she shall have the power to sign alone, unless the **BOARD** shall specifically require an additional signature, in the name of the **CORPORATION** all contracts authorized either generally or specifically by the **BOARD**. The chairperson shall also have such other powers and perform such other duties as the **BOARD** may from time to time prescribe. In the absence or inability of the chairperson to act, a chairperson selected by the **BOARD** shall perform all the duties and may exercise any of the powers of the president.

## **SECTION 13**

### *Vice-Chairperson*

A Vice-chairperson shall be elected by a majority of the **BOARD** and shall have such powers and perform such duties as the **BOARD** may from time to time prescribe.

## **SECTION 14**

### *Secretary*

The secretary shall:

- a. keep the minutes of all meetings of the **BOARD** in books to be kept for that purpose;
- b. serve or cause to be served all notices of the **CORPORATION**; and
- c. perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the **BOARD**.

## **SECTION 15**

### *Treasurer*

The treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the **CORPORATION**, and shall deposit all monies and other valuable effects of the **CORPORATION** in the name and to the credit of the **CORPORATION** in such banks or depositories as the **BOARD** may designate. Whenever required by the **BOARD**, he or she shall at all reasonable times exhibit the books and accounts to any officer or director of the **CORPORATION**, and shall perform all duties incident to the office of the treasurer, and such other duties and shall from time to time be assigned to him or her by the **BOARD**.

## **SECTION 15.1**

Annually, at a meeting of the **BOARD**, the treasurer shall present a report showing in appropriate detail:

- a. the assets and liabilities of the **CORPORATION** as of a twelve-month fiscal period terminating not more than six months prior to the meeting;
- b. the principal changes in assets and liabilities during that fiscal year;
- c. the revenues or receipts of the **CORPORATION**, both unrestricted and restricted as to a particular purpose, for that fiscal period; and
- d. the expenses or disbursements of the **CORPORATION**, for both general and restricted purposes, during said fiscal period.

The report shall be filed with the minutes of a meeting of the **BOARD**. An additional report may be filed, which contains the information herein above specified with the Internal Revenue Service and the Attorney General of the State of New York. The treasurer shall, if required by the **BOARD**, give such security for the faithful performance of his or her duties as the **BOARD** may require.

## **SECTION 16**

### *Legal Counsel*

The Legal Counsel shall have the primary responsibility of reviewing all activities of the **CORPORATION** and its **BOARD** and staff to ensure compliance with the provisions of their By Laws and all existing legislation and regulations applicable to the **CORPORATION**. The Legal Counsel shall attend all Board meetings and work closely with the Board Members to assist them in the performance of their duties and provide counsel to them. The Legal Counsel shall receive such annual compensation, if any, as the **BOARD** may from time to time determine.

## **SECTION 17**

### *Electronic Communications*

Facsimile or electronic transmission of meeting notices, waivers of notices and unanimous written consents shall be deemed as originals.

## **ARTICLE III – EMPLOYEES AND AGENTS**

### **SECTION 1**

#### *Agents and Employees*

The **BOARD** may from time to time appoint such agents and employees, as it shall deem necessary, such appointments are at the pleasure of the **BOARD**, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the **BOARD** may from time to time determine.

## **ARTICLE IV – CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

### **SECTION 1**

#### *Check, Notes, and Contracts*

The **BOARD** is authorized to select the bank or depositories it deems proper for the funds of the **CORPORATION**. The **BOARD** shall determine who shall be authorized from time to time on the Corporation's behalf to sign checking, drafts or other orders for the payment of money, acceptance, notes or other evidence or indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

### **SECTION 2**

#### *Investments*

The funds of the **CORPORATION** may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks bonds or other securities, as the **BOARD** may deem desirable.

## **ARTICLE V – OFFICE AND BOOKS**

### **SECTION 1**

#### *Office*

The office of the **CORPORATION** shall be located at such place as the **BOARD** may from time to time determine.

### **SECTION 2**

#### *Books*

There shall be kept at the office of the **CORPORATION** correct books of account of the activities and transactions of the **CORPORATION**, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the **BOARD**.



## **ARTICLE VI – FISCAL YEAR**

The fiscal year of the **CORPORATION** shall be determined by the **BOARD**.

## **ARTICLE VII – INDEMNIFICATION**

The **CORPORATION** shall indemnify and limit the liability of the directors of the **CORPORATION** to the maximum extent provided for under the Not-For-Profit Corporation Law of New York (the “**NPCL**”), as amended from time to time and may advance expenses necessary to the maximum amount allowable under the **NPCL**, for indemnification as amended from time to time.

## **ARTICLE VIII – AMENDMENTS**

These By-laws may be amended at any meeting of the **BOARD** by a vote of two-thirds of the entire **BOARD** and that any amendment which increases the quorum requirements or the proportion of votes necessary for the transaction of business or of any specified item of business must be authorized by a vote of two-thirds of the entire **BOARD**.

## **ARTICLE IX – CODE OF ETHICS**

The **BOARD** and employees of the **CORPORATION** shall be subject to the **AI Tech Loan Committee Code of Ethics**. Each director of the **CORPORATION** shall, before election, and annually following election, sign and file with the secretary of the **CORPORATION** a form prescribed by the **BOARD** in which such director (a) acknowledges receipt and review of the Code of Ethics, (b) identifies entities with which the director is affiliated and the **CORPORATION** has a relationship, and (c) identifies transactions the director is involved with that might present a conflict of interest. The secretary shall provide a copy of each completed and filed form to all members of the **BOARD**.