

## ARTICLE I - ORGANIZATION

Section 1. Name. The name of the Organization shall be Hudson Community Development and Planning Agency (HCDPA) hereby known as the Agency. The Agency's name may be amended at any time pursuant to a majority vote of the Board.

### Section 2. Seal.

The Agency seal shall be in the following form: Circular in appearance and shall bear the name of the Agency and words and figures showing that in 1966, it was designated the Urban Renewal Agency pursuant to the laws of the State of New York. Said name was amended in 1976 as the Hudson Community Development and Planning Agency (HCDPA).

### Section 3. Affixing of Seal.

The Seal of the Agency shall not be affixed to any instrument, except by the authority of a resolution of the Agency and by the Board Chairman or Vice-Chairman and by the Secretary and Treasurer. The Board Chairman or Vice-Chairman shall sign every instrument to which the seal of the Agency is so affixed.

### Section 4. Purpose.

To foster and promote services for low-to-moderate income persons who are residents of the City of Hudson and to administer grants, loans and other resources to promote community development.

*To eliminate or prevent the development and spread of deterioration and blight through the clearance, replanning, reconstruction, rehabilitation, conservation or renewal of such areas, for residential, commercial, industrial, community, public and other uses is a public use and public purpose essential to the public interest, and for which public funds may be expended.*

## ARTICLE II — POWERS OF AGENCY

### Section 1. Powers of an agency.

An agency is authorized to plan and undertake one or more urban renewal projects and shall have the powers necessary or convenient to carry out and effectuate such project or projects and the purposes and provisions of this article and article fifteen of this chapter, including but not limited to the following powers:

a. To make and execute contracts and all other instruments necessary or convenient for the exercise of its powers and functions;

b. To make and alter by-laws for its organization and internal management;

c. To acquire or contract to acquire from any person, firm, corporation or government, by subsidy, contribution, gift, grant, bequest, devise, purchase, pursuant to the provisions of the eminent domain procedure law, or otherwise, real or personal property or any interest therein, including but not

limited to air rights, and easements or other rights of user, necessary for the use and development of such air rights, to be developed as air rights sites for the elimination of the blighting influences over an area or areas consisting principally of land in streets, alleys, highways, and other public rights of way, railway or subway tracks, bridge or tunnel approaches or entrances, or other similar facilities which have a blighting influence on the surrounding area and over which air rights sites are to be developed for the elimination of such blighting influences, provided, however, that the acquisition of any air rights over railroad tracks, rights-of-way or facilities and easements or other rights of user necessary for the use and development of such air rights are to be subject to the provisions of section fifty-one-a of the railroad law;

d. To invest any moneys held in reserve or sinking funds or any moneys not required for immediate use or disbursement at the discretion of the agency in obligations of the state or the United States government or obligations of which the principal and interest are guaranteed by the state or the United States government;

e. To cooperate with the federal government and apply for and accept advances, loans, grants, subsidies, contributions and any other form of financial assistance from the federal government, or from the state, county, municipality or other public body or from any sources public or private and to give such security as may be required and to enter into and carry out contracts or agreements in connection therewith; provided, however, that any application for a loan, subsidy or grant to the federal government or the state shall be subject to the prior approval of the governing body; and to include in any contract for financial assistance with the federal government for or with respect to an urban renewal project, or with respect to any other program authorized under the federal housing act of nineteen hundred forty-nine, and all other federal laws amendatory and supplemental thereto, such conditions imposed pursuant to federal laws as the agency may deem reasonable and appropriate;

f. To apply for and accept the local grants-in-aid required under such federal laws, in the form of appropriations, cash, municipal services and facilities, or any other form;

g. To develop, test and report methods and techniques and carry out demonstration and other activities in relation to or in connection with one or more programs of urban renewal or other programs relating to the arrest and prevention of conditions of deterioration or blight. In carrying out such demonstration and other activities an agency may itself reconstruct, repair, rehabilitate or otherwise improve such real property or may sell, lease or otherwise dispose of real property, for the effectuation of such activities or purposes by the purchaser or lessee thereof;

- h. To prepare or cause to be prepared a general neighborhood renewal plan for an area consisting of an urban renewal area or areas, together with any adjoining areas having specially related problems, and which is of such size that urban renewal activities may have to be initiated in stages;
- i. To prepare or cause to be prepared a community-wide plan or program for urban renewal which shall conform to the comprehensive community plan for the development of the municipality as a whole;
- j. To conduct examinations and investigations, hear testimony and take proof, under oath at public or private hearings on any material matters; and
- k. To convey, assign, grant or otherwise transfer all of its right, title and interest in any urban renewal program, or part thereof, or any right, title or interest in or to any real or personal property, contract, claim or other interest acquired or held by it in connection with such program, or part thereof, with or without consideration, to the municipality, subject to the prior approval of the governing body, upon such terms and conditions as may be reasonable and appropriate to effectuate such transfer not inconsistent with the purposes of this article or article fifteen of this chapter or any contract for financial assistance from the federal government, or from the state or other public body, for any of the purposes of such articles or either of them.

### ARTICLE III — OFFICES AND BOOKS

#### Section 1. Principal Office.

The principal office of the Agency shall be located at **1 North Front Street**, in the City of Hudson, County of Columbia, and State of New York, or such other place in said City as the HCDPA Board may determine.

#### Section 2. Books.

Books of accounting, activities and transactions of the Agency shall be kept at the principal office location for a minimum period of ten (10) years; after said time, the documents may be destroyed according to Code of the City of Hudson, NY Chapter 45 - "Records".

All Board meeting minutes must be kept at the principal office location and shall not be destroyed.

### ARTICLE IV — MEETINGS

Section 1. Time and Place. The Agency shall meet on a monthly basis, normally on the **fourth** Thursday of the month at a time and place to be determined by the Officers of the Agency.

## Section 2. Calling of the Meetings.

The Board Chairman or the Secretary shall call regular meetings and special meetings, which, may be deemed necessary. Written notice shall be given at least seventy—two (72) hours before any meeting of the Agency; such notice shall specify the time and place of meeting and shall be signed by the Secretary, Board Chairman, or designate, and shall be mailed or delivered to the usual place of abode or the usual place of business of each member of the Agency. Said meeting time and date shall be published in the local newspaper pursuant to any City of Hudson, County of Columbia or State of New York laws.

Section 3. Emergency Meetings. An emergency meeting may be called by the Board Chairman upon written request of at least two (2) Officers of the Board and then shall

within 10 days, call a special meeting of the Agency Board by giving at least 24 hours notice in writing to Officers of the Board of the proposed meeting's purpose, time when

and the place where the meeting is to be held. In the event of the Board President's refusal to call the meeting, such Officers may appoint a time or place for holding such

meeting, and in writing shall notify the Board Chairman thereof. Said meeting time and

date shall be published in the local newspaper pursuant to any City of Hudson, County of Columbia or State of New York laws.

## ARTICLE V — CONDUCT OF MEETINGS

### Section 1. Rules of Procedure.

The rules of procedure at all meetings shall be according to the text: "Robert's Rules of Order".

### Section 2. Resolutions.

At any meeting a resolution may be put to the Board for a vote.

Any motion resulting in a tie shall be considered lost.

### Section 3. Quorum; Adjournment of Meetings.

At all meetings of Officers, a majority of the Officers present in person shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members so present or represented may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time for a period not greater than twenty (20) days at any one time until quorum is obtained. At all meetings of members at which a quorum is present, except as otherwise provided herein, all matters shall be decided by the vote of a majority of the members present in person.

### Section 4. Organization.

The Chairman of the Agency shall preside at all meetings of Officers or in the absence of the Chairman, the Vice-Chairman shall preside. In the absence of both the Chairman and Vice—Chairman, the Treasurer shall preside.

Section 5. Voting.

At any meeting of Officers, each Officer present in person shall be entitled to one (1) vote.

ARTICLE VI — MEMBERSHIP

Section 1. Agency Board.

The Agency Board shall consist of the five (5) Officers; to wit: the Mayor, Majority Leader of the Common Council, Minority Chairman of the Common Council, Hudson Planning Commission Chairman, and the Hudson Housing Authority Chairman.

Section 2. Board Chairman.

The Mayor shall appoint an Officer to hold this position.

Section 3. Board Vice—Chairman.

The Mayor shall hold the position of Board Vice- Chairman.

Section 4. Board Treasurer.

The Hudson Planning Commission Chairman shall hold the position of Treasurer.

Section 5. Board Secretary.

The Board shall be either the Secretary from the Majority Leader of the Common Council or Minority Chairman of the Common Council. Either person may volunteer to hold the position. In the event both Officers desire to hold the position, the Chairman, Vice-Chairman and Treasurer shall choose a candidate by secret ballot to be counted and results given by the Executive Director or Counsel of the Agency.

Section 6. **Compensation of Board**

Officers shall receive no compensation for their services, but shall be entitled to the necessary expenses, including travel, room and Board, and dining, incurred in the discharge of their duties.

Section 7. **Duration of Service**

All Officers shall be elected by the citizens of the City of Hudson by their public office position and hold their position on the Board until his or her successor is appointed and qualified.

Section 8. Executive Director. The Board by majority vote may employ an Executive Director, who shall serve as the Chief Executive Officer of the Organization. The Executive Director serves at the pleasure of the Board and may be removed by a majority vote of the Board. The Executive Director is empowered to employ

technical experts, legal counsel, and such other agents and employees, permanent and temporary, as the Agency may require. He/she shall have powers and duties as may be assigned to him/her by the Board or Housing and Urban Development (HUD).

Section 9. Counsel/Ethics Officer'. The Board by majority vote may employ an Attorney, who shall serve as Legal Counsel to the Organization. Counsel shall also serve as the Ethics Officer whose duties are:

- a. Maintain a working knowledge of relevant regulatory issues of professional or industry substantive codes, and of federal and state regulations;
- b. Maintain a working knowledge of relevant ethics issues, or professional industry ethics codes, and of ethics conflicts resolution techniques;
- c. Establish reporting channels for employees to use without fear of retaliation.

Section 10. Section 8 Administrator.

The Board by majority vote may employ a Section 8 Administrator, who shall be responsible in administering the Section 8 Program pursuant to HUD regulations. He/she shall have powers and duties as may be assigned to him/her by the Board and or the Executive Director.

Section 11. Vacancies.

If any of the foregoing offices shall, for any reason, become vacant, the Board shall meet with the Authorized Representative(s) of the corresponding Agency to select a successor who shall hold office for the unexpired term and until a successor is elected and qualified by the Citizens of Hudson.

Section 12. Removals and Resignations.

No Officer may resign from the Board or be removed from the Board by majority vote. An Officer shall only terminate his/her position on the Board upon their respective elective positions with their Agencies being terminated.

## ARTICLE VII — DUTIES OF OFFICERS

Section 1. Powers and Duties.

The Board shall have general power to control and manage the affairs and property of the Agency and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Agency and shall have full and complete authority with respect to payment and distribution of the finances and assets.

Executive Directors and Board Members shall not be subject to investigations of misconduct by the Ethics Officer.

a. The Board shall be able to appoint officers, agents and employees, prescribe their duties, fix their compensation and delegate to one or more of such officers, agents or employees such powers or duties as it may deem proper;

b. Officers of the Board shall be able to review and have access to any documentation, including, but not limited to contracts and financial records/statements as pertaining to the general course of business conducted by the Agency. Documents protected by any local, state or federal privacy laws are exempt from this clause.

#### Section 2. Chairman.

The Board Chairman shall provide leadership for the Board and Agency and it shall be his/her duty to cause the administration of the Agency to be conducted in accordance with any laws, policies or procedures relating thereto; and to communicate from time to time the Agency such information and recommend such measures as may tend to the improvement of the operations and functions of the Agency.

#### Section 3. Vice-Chairman.

The Board Vice-Chairman shall during the vacancy, absence or illness of the Board Chairman, have and exercise all the powers and authority and discharge all the duties of the Board Chairman.

#### Section 4. Secretary.

The Secretary shall cause minutes to be duly entered in books provided for the purpose of:

a. Approval of all Officers

b. Names of the Officers of the Board of the Agency present at each Board Meeting

c. All resolutions and proceedings of the meetings of the Board

d. Copy of the previous Board Meeting Minutes shall be provided to each member of the Agency at least **one week** before the next scheduled meeting monthly.

e. Delegation: The Secretary may delegate his/her functions to another employee or staff of the Board of the Agency, serving as Secretary for formal purposes only.

#### Section 5. Treasurer. The Treasurer shall be responsible for the following:

a. Maintaining a record of all financial transactions with respect to the Agency

b. Provide Officers of the Board with an up-to-date financial statement at each monthly meeting

c. Delegation: The Treasurer may delegate his/her functions to another employee or staff of the Board of the Agency, serving as Treasurer for formal purposes only.

## ARTICLE VIII — CONTRACTUAL POWERS

### Section 1. Banking.

Two (2) of the following Officers (Board Chairman, Vice Chairman and Treasurer) must endorse all checks used to conduct business of the Agency.

### Section 2. Execution of Documents.

The Board Chairman, Vice Chairman and Treasurer shall be empowered to sign, on the Agency's behalf, all bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and other documents deemed necessary in the course of day to day business of the Agency.

## ARTICLE IX — CODE OF ETHICS

### Section 1. Responsibilities of Directors and Employees

a. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.

b. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.

c. Directors and employees shall not accept or receive any gift in excess of seventy-five dollars, whether it be in the form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Agency.

d. Directors and employees shall not use or attempt to use their official position with the Agency to secure unwarranted privileges for themselves, members of their family or others, including employment with the Agency or contracts for materials or services with the Agency.

e. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.

### Section 2. Reporting Unethical Behavior.

Directors and Employees are required to report possible unethical behavior by a Director or Employee to the Ethics Officer/Counsel. Employees and Directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Agency.



#### ARTICLE X — FISCAL YEAR

The fiscal year of the agency shall be from **January 1 through December 31**.

#### ARTICLE XI — INDEMNIFICATION

The Agency shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that he (or a person of whom he is the legal or personal representative or heir or legatee) is or was a trustee, officer, employee or other agent of the Agency, or and other organization served by him/her in any capacity at the request of the Agency, a gains judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

#### ARTICLE XII — COMPLIANCE WITH LAWS

Section 1. The Bylaws will be governed by and construed pursuant to the laws of New York, Article 15-A of the General Municipal Law.

Section 2. The Board shall comply or shall cause the Agency to comply with all applicable laws, ordinances and codes of New York State and local governments.

#### ARTICLE XIII — AMENDMENTS

These By-laws may be repealed, amended or new By-laws adopted at any regular or special meeting for such purpose of the Board of Commissioners by a majority vote of all Officers of said Board.

We, the undersigned, being all of the Officers of the HCDPA Board do hereby certify that the foregoing By-laws were duly adopted as the By-laws of said Agency of the

day of MONTH/DAY.