

BY-LAWS OF  
BINGHAMTON URBAN RENEWAL AGENCY

**ARTICLE I**

THE AGENCY

SECTION 1. NAME OF AGENCY. The name of the Agency shall be "Binghamton Urban Renewal Agency."

SECTION 2. SEAL OF AGENCY. The seal of the Agency shall be in for form of a circle, shall bear the inscription "Binghamton Urban Renewal Agency, Binghamton, New York."

SECTION 3. OFFICE OF AGENCY. The office of the Agency shall be in the City of Binghamton; New York at such place or places as the Agency may from time to time designate.

SECTION 4. MEMBERS. The Binghamton Urban Renewal Agency shall consist of seven (7) members, including the Mayor, the Comptroller, Corporation Counsel, City Engineer, Commissioner of Public Works and two (2) members of the Council of the City of Binghamton, provided, however, that not more than one of such councilmen shall be of the same political party. (As amended May 27, 2964).

**ARTICLE II**

OFFICERS

SECTION 1. OFFICERS. The Officers of the Agency shall be a Chairman, Vice-Chairman, Secretary and Fiscal Officer.

SECTION 2. CHAIRMAN. The Chairman shall preside at all meetings of the Agency, except as otherwise authorized by resolution of the Agency, the Chairman shall sign all contracts, deeds and other instruments made by the Agency. At each meeting the Chairman shall submit such recommendations and proposals, as he may consider proper concerning the business affairs and policies of the Agency.

SECTION 3. VICE-CHAIRMAN. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform the duties of the office of Chairman. He shall be authorized to sign all contracts, deeds, and other instruments made by the Agency.

SECTION 4. SECRETARY. The Secretary shall have the power to certify as to the correctness of copies of the minutes of the meetings and any extracts therefrom and as to the correctness of copies of all papers and documents filed with the Agency. He shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all instruments and documents authorized to be executed by the Agency and to attest all such instruments and documents. He shall record all votes and minutes of all proceedings in a Minute Book to be kept for that purpose. He shall be the custodian of all records of the Agency.

SECTION 5. FISCAL OFFICER. The Fiscal Officer shall be the Comptroller of the City of Binghamton, who is a member of the Binghamton Urban Renewal Agency, and shall have the care and custody of and be responsible for all the funds and securities of the Agency and shall keep full and accurate accounts of receipts and disbursements of the Agency and shall deposit all such funds in the name of and to the credit of the Agency in such bank or banks as may be designated by the Agency. He shall sign all checks and financial commitments of the Agency, as directed and all checks shall be countersigned by the Chairman of the Binghamton Urban Renewal Agency.

- a.) In the event that the Fiscal Officer or the Chairman of the Binghamton Urban Renewal Agency is incapacitated for any reason or is not available to sign or countersign checks or other financial commitments, then a member of the Finance Committee of said Agency shall be designated by said Agency to be authorized to sign and countersign all checks and other financial commitments. (Amended as of July 6, 1966)

SECTION 6. ADDITIONAL DUTIES. The Officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency or by the By-Laws or rules and regulations of the Agency.

SECTION 7. ELECTION OR APPOINTMENT. The Chairman shall be the Mayor of the City of Binghamton, New York. The Vice-Chairman and Secretary shall be elected at the annual meeting of the Agency from and among the members of the Agency and shall hold office for one year provided he is also acting in the capacity of his municipal office of Mayor, Comptroller, Corporation Counsel, City Engineer, Commissioner of Public Works and two members of Council of the City of Binghamton, New York, and his municipal office has not been terminated or expired. (Amended as of May 27, 1964).

SECTION 8. VACANCIES. In the event of a vacancy in the Office of the Vice-Chairman and Secretary, the Agency shall select a successor from among its members at the next ensuing regular meeting and such election shall be for the unexpired term of the office wherein the vacancy exists.

SECTION 9. ADDITIONAL PERSONNEL. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions in

accordance with the provisions of Article 15A of the General Municipal Law of the State of New York and all other laws of the State of New York applicable thereto. The compensation of such personnel shall be determined by the Agency.

### **ARTICLE III**

#### **MEETINGS**

**SECTION 1. ANNUAL MEETINGS.** The Annual Meeting of the Binghamton Urban Renewal Agency shall be held on the due date of the Annual Report. (Amended as of January 5, 1966)

**SECTION 2. MEETINGS.** Regular meetings shall be held on the 2<sup>nd</sup> Tuesday of the month quarterly (January, April, July, and October) at 3:00 PM and at such times as the Chairman shall deem necessary. (Amended as of January 10,, 2012)

**SECTION 3. QUORUM.** At all meetings of the Agency a majority of the members of the Agency shall constitute a quorum.

**SECTION 4. ORDER OF BUSINESS.** At the regular meetings of the Agency, the following shall be the order of business:

1. Roll Call.
2. Read and approval of the minutes of the previous meeting.
3. Reports of Committees.
4. Old/Unfinished Business.
5. New Business.
6. Report of the Chairman.
7. Adjournment.

All resolutions shall be in writing and a copy shall be placed in the minute book of the proceedings of the Agency and shall be posted on the website: [www.cityofbinghamton.com/BURA](http://www.cityofbinghamton.com/BURA) (Amended as of January 10, 2012)

**SECTION 5. MANNER OF VOTING.** All voting shall be in accord with Robert's Rules of Order Revised, except that there can be no voting by proxy.

**SECTION 6. ANNUAL REPORTS.** Annual Reports shall be submitted to the Agency not later than March 1<sup>st</sup> of each year, said Annual Reports shall be submitted by the Chairman and the Fiscal Officer of the Agency.

SECTION 7. POWERS AND DUTIES. The Agency shall have the powers and duties now or hereafter conferred by Article 15 and 15A of the General Municipal Law of the State of New York. (Amended as of May 27, 1964)

**ARTICLE IV**

AMENDMENTS

SECTION 1. AMENDMENTS TO BY-LAWS. By-Laws of the Agency shall be amended only with the approval of at least four (4) members of the Agency at a regular meeting or at a special meeting, but no such amendment shall be adopted unless at least three (3) days notice thereof has been previously given to all the members of the Agency. (Amended as of January 5, 1966)

**ARTICLE V**

CODE OF ETHICS

SECTION 1. Code of Ethics. This Code of Ethics shall apply to all officers and employees of the Agency. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Agency's officers and employees and to preserve public confidence in the Agency mission.

Responsibility of Officers and Employees

1. Members, Officers 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 exercises of one's official duties.
2. Members, Officers 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 interested and their private interests.
3. Members, Officers and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services,

loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Agency.

4. Members, Officers 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.
5. Members, Officers 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.
6. Members, Officers and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Members, Officers and employees shall manage all matters within the scope of the Agency mission independent of any other affiliations or employment. Officers, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the Agency without bias and shall support the Agency mission to the fullest.
8. members, Officers and employees shall not use Agency property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Agency mission and goals.
9. members, Officers and employees are prohibited from appearing or practicing before the Agency for two (2) years following employment with the Agency, consistent with the provisions of Public Officers Law.
10. Confidential Information: He or she shall not disclose confidential information acquired by him or her in the course of his or her official duties or use such information to further his or her personal interests.

SECTION 2. Ethics Officer. The Agency designates an Ethics Officer, who shall report to the Agency and shall Counsel in confidence Agency members, Officers and employees who seek advice about ethical behavior.

The designated Ethics Officer shall be the First Assistant Corporation Counsel or Assistant Corporation Counsel or such other person as the Agency may designate.

SECTION 3. Whistleblower Policy. Members, Officers and employees shall be protected by the BURA “whistleblower policy” as set forth in the “Employee/Board Member Protection Policy” adopted by the Board of Director on January 10, 2012. (Amended as of January 10, 2012)

## ARTICLE VI

### CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflicts of interest policy is to protect the Agency’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Agency. This policy is intended to supplement but not replace any applicable state laws or regulations governing conflicts of interest.

#### SECTION 2 Definitions

- A. Interested Person. Any Member, Officer or employee or member of a committee with Agency-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person, which has received a loan.
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
- (1) A loan with the Agency;
  - (2) A compensation arrangement with the Agency or with any entity or individual with which the Agency has a transaction or arrangement; or
  - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Agency is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

#### SECTION 3. Procedures

- A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Officers and members of Committees with Agency-delegated powers considering the proposed transaction or arrangement.
- B. Annual Conflict of Interest Disclosure Statement Members, Officers, and key employees shall be required to complete the Annual Conflict of Interest/Disclosure State of the Agency and to conform to State laws governing reporting and disclosure.
- C. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.
- D. Procedures for Addressing the Conflict of Interest
  - (1) An interested person may make a presentation at the Board or Committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of and vote on the transaction or arrangement that results in the conflict of interest.
  - (2) The Chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
  - (3) After exercising due diligence, the Board or Committee shall determine whether the Agency can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
  - (4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Officers whether the transaction or arrangement is in the Agency's best interest and for its own benefit and whether the transaction is fair and

reasonable to the Agency and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

E. Violation of the Conflicts of Interest Policy

- (1) If the Board or Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE VII**

MISCELLANEOUS

SECTION 1. Gender. Words herein which denote the masculine gender shall be read as if written in the male, female or neuter gender, or the plural number, as the case may be. Said words may be construed, where appropriate, to include firms, partnerships or corporations. (Amended as of January 10, 2012)