

AMENDED AND RESTATED
BY-LAWS
of
THE CITY OF MOUNT VERNON
INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE I
The Agency

Section 1. Name. The name of the Agency is the “City of Mount Vernon Industrial Development Agency”. The Agency is a body corporate and politic constituting a public benefit corporation of the State of New York. The Agency was established for the benefit of the City of Mount Vernon (the “City”) and the inhabitants thereof, pursuant to Title 1 of Article 18-A of the New York General Municipal Law, as amended (the “IDA Act”) and Chapter 788 of the laws of 1976 (the “Agency's Enabling Act”).

Section 2. Seal of Agency. The Seal of the Agency shall be in the form of a circle and shall bear the name of the Agency.

Section 3. Office of Agency. The office of the Agency shall be at City of Mount Vernon Office Building, 1 Roosevelt Square, Mount Vernon, New York or at such other places as the Agency may from time to time designate by resolution.

ARTICLE II
Board

Section 1. Membership. The members of the Agency shall be appointed in a manner consistent with the IDA Act and the Agency's Enabling Act, as the same may from time to time be amended, and all other applicable laws of the State of New York. Each Member shall be a resident of the State of New York, at least eighteen years of age; and each Board Member shall be appointed by the Mayor of the City (the “Appointing Authority”), subject to confirmation by the City Council.

Section 2. Power of the Board and Qualification of Members. The Agency shall be overseen and governed by its Board acting through its Members who shall exercise oversight and control over the officers and staff of the Agency. The Board and its Members shall have all powers conferred on Board Members of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, the IDA Act, the Agency's Enabling Act, the Public Authorities Accountability Act of 2005 (the “PAAA”), the New York General Municipal Law (the “NYGML”), the New York Public Officers Law (the “NYPOL”), and any other New York State Law that is applicable to the Agency.

Section 3. Number of Members and Term of Office.

(a) The Board shall consist of seven (7) Members, appointed by the Appointing Authority. Each Member shall serve at the pleasure of the Appointing Authority and continue to hold office

until his or her successor is appointed and has been qualified. As used in this Article, “entire Board” means the total number of Members who have been appointed by the Appointing Authority and entitled to vote, which the Agency would have if there were no vacancies.

(b) No Member of the Board, including the Chair, shall serve as the Agency's Executive Director, Chief Financial Officer or hold any other equivalent executive position or office while also serving as a Member of the Board.

(c) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Members of the Board shall be Independent Members, as such term is defined in paragraph (d) below.

(d) Independence. For the purposes of these By-laws, an Independent Member is one who:

- (i) is not, and in the past two (2) years has not been, employed by the Agency or another corporate body having the same ownership and control of the Agency in an executive capacity;
- (ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Agency or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Agency;
- (iii) is not a relative of an executive officer or employee in an executive position of the Agency or another corporate body having the same ownership and control of the Agency; and
- (iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or another corporate body having the same ownership and control of the Agency.

(e) At each Annual Meeting of the Board, the Members of the Board shall elect the officers of the Board, consisting of the Chair, one or more Vice Chairs, the Treasurer, one or more assistant Treasurers, the Secretary, and one or more Assistant Secretaries, each to hold office until the next Annual Meeting and until their successors have been elected and qualified. Each officer of the Board shall also be a Board Member, except that the Board may appoint one or more persons as Assistant Secretaries of the Agency who are not Board Members.

(f) Each Member shall have one vote.

Section 4. Organization. At each meeting of the Board, the Chair, or, in the absence of the Chair, a Vice Chair shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Members present shall preside. The Secretary shall act as secretary of the Board, provided, however, that an Assistant Secretary shall act as the secretary for meetings of the Board, unless the Members of the Board shall direct otherwise.

Section 5. Resignations and Removal of Members.

(a) Any Member of the Agency may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery; provided, however, such Member shall continue to serve until his or her successor has been appointed and qualified.

(b) Any or all of the Members may be removed at any time by the Appointing Authority.

Section 6. Action by the Board.

(a) Except as otherwise provided by law or in these By-laws, the act of the Board means action taken at a meeting of the Board by vote of a majority of the Members present at the time of the vote, if a quorum is present at such time.

(b) The voting on all questions coming to the Agency shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting; except in the case of appointments when the vote may be by ballot.

Section 7. Place of Meeting. The Board may hold its meetings at the principal office of the Agency as described in Section 3 of Article I, or at such place or places within the State of New York as the Board may from time to time by resolution determine.

Section 8. Annual Meetings. The annual meeting of the Agency shall be held on the first Thursday of November, at 8:30 a.m. at the regular meeting place of the Agency as described in Section 6 of this Article II. In the event that such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding Thursday that is not a legal holiday. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board.

Section 9. Regular Meetings. Regular meetings of the Board may be held without notice at such times as may be fixed from time to time by resolution of the Board.

Section 10. Special Meetings. Special meetings of the Board shall be held whenever called by: (i) the Chair, or (ii) in the absence of the Chair by a Vice Chair, or (iii) by any two (2) of the Members. Notice shall be given orally, by telephone, by telefax, by electronic mail, by nationally recognized overnight delivery service or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than two (2) days before the meeting; if it is given by telefax, by electronic mail, by nationally recognized overnight delivery service or by mail, it shall be given not less than three (3) days before the meeting. At such special meeting no business shall be considered other than that designated in the notice, but if all Members are present at a special meeting, with or without notice thereof, any and all business may be transacted at such meeting.

Section 11. Waivers of Notice. Notice of a meeting need not be given to any Member 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.

Section 12. Quorum.

(a) A majority of the entire Board of shall constitute a quorum for the transaction of business.

(b) A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Member.

Section 13. Order of Business. At the regular meetings of the Agency, the following shall be the order of business, unless an alternative order shall be approved by the Chair:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting
3. New Business:
 - a. Applications:
 - b. Other
4. Old Business:
 - a. Document Processing
 - b. Other
5. Report of Treasurer
6. Reports of Committees
7. Unfinished Business
8. Adjournment.

Section 14. Compensation. Members shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 15. Annual Independent Audit.

(a) Annual Independent Audit: The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the IDA Act, the PAAA, the NYGML and generally accepted government auditing standards, certified by a firm of independent public accountants selected by the Board pursuant to Section 1 of Article III of these By-laws. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

- (i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Agency as of the end of the fiscal year;

- (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (iii) the revenue or receipts of the Agency, both unrestricted and restricted to particular purposes during said fiscal period;
- (iv) the expenses or disbursements of the Agency for both general and restricted purposes, during said fiscal period; and
- (v) a schedule of the bonds and notes of the Agency outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

- (i) all critical accounting policies and practices to be used;
- (ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Agency, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;
- (iii) other material written communications between the certified independent public accounting firm and the management of the Agency, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

ARTICLE III Board Officers

Section 1. Officers. The Officers of the Agency's Board shall be a Chair, one (1) or more Vice Chairs, a Treasurer, a Secretary and/or such other officers as the Board may in its discretion determine, including an Assistant Secretary and an Assistant Treasurer . Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2. Term of Office and Qualifications. Those officers whose titles are specifically mentioned in Section 1 of this Article IV shall be elected by the Board at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of

office of each officer shall extend to the next Annual Meeting and until the officer's successor is elected and qualified. The Chair shall be elected from among the Members.

Section 3. Additional Officers. Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed by the Board with or without cause at any time.

Section 5. Resignation. Any officer may resign his or her position as an officer at any time by giving written notice to the Board, to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board.

Section 7. Duties and Responsibilities of the Chair. The Chair shall preside at all meetings and of the Board at which the Chair is present. In the absence or incapacity of the Executive Director/Chief Executive Officer of the Agency, and except as otherwise authorized by resolution of the Board, the Chair shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chair shall submit recommendations and information as he or she may consider proper concerning the business, affairs, the bonds, the projects and facilities of the Agency, the economic benefits to be conferred on project applicants and occupants, and the policies of the Agency. Nothing in the provision shall be construed as granting the Chair the exclusive right to bring matters before the Agency for consideration.

Section 8. Duties and Responsibilities of the Vice Chairs. In the absence or incapacity to act of the Chair, or if the office of Chair be vacant, the Vice Chair or, if there be more than one Vice Chair, the Vice Chairs in order of seniority as determined by the Board, shall preside at all meetings of the Board, and shall perform the duties and exercise the powers of the Chair, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board or the Chair.

Section 9. Duties and Responsibilities of the Treasurer. The Treasurer shall, if required by the Board, obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board shall require. The Treasurer shall oversee the Chief Financial Officer of the Agency and shall all review the books and accounts of the Agency and shall advise the Chief Financial Officer of the Agency with respect to the charge, custody and investment of all funds and securities of the Agency, and the Treasurer shall ensure the proper deposit by the Chief Financial Officer of the Agency all such funds in the name of and to the credit of the Agency in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 10. Duties and Responsibilities of the Assistant Treasurer. The Assistant Treasurer shall carry out the duties of the Treasurer in the absence of the Treasurer.

Section 11. Duties and Responsibilities of the Secretary. It shall be the duty of the Secretary to oversee the activities of the Assistant Secretary as secretary of all meetings of the Board, and to see that the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall ensure that all notices required to be given by the Agency are duly given and served; the Secretary shall keep a current list of the Members and officers of the Agency's Board and their residence addresses;. the Secretary shall have custody of the minute book containing the minutes of all meetings of Members, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Agency, or in the custody of some other person authorized by the Board to have such custody.

Section 12. Duties and Responsibilities of the Assistant Secretary. It shall be the duty of the Assistant Secretary to act as secretary of all meetings of the Board, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Assistant Secretary shall see that all notices required to be given by the Agency are duly given and served; the Assistant Secretary shall keep a current list of the Members and officers of the Agency's Board and their residence addresses; the Assistant Secretary shall be custodian of the seal of the Agency and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Assistant Secretary shall carry out the duties of the Secretary in the absence of the Secretary. The Assistant Secretary shall be the Freedom of Information Officer of the Agency in accordance with the provisions of the New York State Freedom of Information Law, Article 6 of the New York Public Officers Law.

Section 13. Appointed Officers. The Board may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

ARTICLE IV Committees

Section 1. Audit Committee. There shall be an Audit Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the Public Authorities Law of New York State to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit.

Section 2. Governance Committee. There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall keep the Board informed of current best governance practices,

review corporate governance trends, update the Agency's corporate governance principles, and advise the Appointing Authority on the skills and experience required of potential members.

Section 3. Other Committees. The Board may from time to time designate other committees as it deems necessary and desirable to assist the Agency to perform its duties in accordance with applicable law, including, without limit, a finance committee and a marketing committee. Each such committee created by the Board shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 4. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Board or the chair of such committee upon the advice and consent of all of the Members of the Board or the Members of such committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of all of the Members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the Members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board.

Section 6. Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 7. Alternate Members. The Board may designate one (1) or more members as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE V

Executive Officers and Other Personnel

Section 1. Executive Director. The Agency shall appoint an Executive Director by resolution, which resolution shall set the terms of the Executive Director's employment and his or her annual compensation.

Section 2. Duties and Responsibilities of the Executive Director. The Executive Director shall be the Chief Executive Officer of the Agency and he or she shall have general supervision and management of the Agency; and all Agency staff and employees shall report directly to the Executive Director. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director shall execute all agreements, bonds, notes, contracts, agreements, deeds, leases and any other instruments of the Agency. The Executive Director shall assist the Chairman with such matters as the Chairman or the Board may request in furtherance of the Agency's public purposes. The Executive Director shall be charged with leading the Agency in carrying out its Mission Statement and fulfilling its public purposes under the IDA Act and the PAAA. The Executive Director shall prepare and distribute all annual reports required by the IDA Act and the PAAA and as may otherwise be required by the Office of the Comptroller of the State of New York. The Executive Director of the Agency, in

consultation with the Chair and the Chief Financial Officer of the Agency, shall prepare the annual budget of the Agency for submission to the Board for approval; and he or she shall distribute all copies of the annual budget of the Agency to all persons required by the IDA Act and the PAAA. The Executive Director of the Agency, if so designated by the Board, shall be the Contracting Officer of the Agency for the disposition of real and personal property in accordance with the provisions of the PAAA, and the Chief Compliance Officer of the Agency for purposes of ensuring that the Agency is in full compliance with all provisions of the IDA Act and of the PAAA applicable to the Agency. The Executive Director shall be authorized, upon receipt of an application or other request for benefits, to schedule and to give notice of the public hearing in respect of such prospective project under Section 859-a of the IDA Act, and to give the notice required under Section 923-a of the IDA Act to each local municipality in which a part or parts of the prospective project is, or is to be, located. The Executive Director shall also perform all other duties customarily incident to the office of a Chief Executive Officer of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

Section 3. Chief Financial Officer. The Agency shall appoint a Chief Financial Officer by resolution, which resolution shall set the terms of the Chief Financial Officer's employment and his or her annual compensation.

Section 4. Duties and Responsibilities of the Chief Financial Officer. The Chief Financial Officer of the Agency shall assist the Executive Director in the carrying out of the Agency's fiscal responsibilities under the IDA Act and the PAAA. The Chief Financial Officer shall keep and maintain the books and accounts of the Agency and shall have charge and custody of, and be responsible for, all funds and securities of the Agency, and shall deposit all such funds in the name of and to the credit of the Agency in such banks, trust companies, or other depositories as shall be selected by the Board. Except as otherwise authorized by resolution of the Board, all purchase orders and instruments and checks for the payment of money shall be signed or otherwise authorized in writing by the Chief Financial Officer, and all payments and disbursements of such moneys shall be made or authorized by the Chief Financial Officer under the direction of the Board and the Treasurer of the Board. All such purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board, shall be countersigned or otherwise counterauthorized by the Chair or the Treasurer of the Board, or other officer or Board Member as shall be designated by the Board. The Chief Financial Officer shall also perform all other duties customarily incident to the office of a Chief Financial Officer of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board. The Chief Financial Officer shall assist the Executive Director in the preparation and distribution of all annual reports required by the IDA Act and the PAAA and as may otherwise be required by the Office of the Chief Financial Officer of the State of New York. The Chief Financial Officer of the Agency shall assist the Executive Director of the Agency in the preparation of the annual budget of the Agency for submission to the Board for approval. The Chief Financial Officer shall assist the Audit Committee of the Board in carrying out its functions.

Section 5. Compliance Officer. The Agency shall appoint a Compliance Officer by resolution, who may be the Executive Director, or any other employee of the Agency. The

Compliance Officer shall be responsible for insuring that the Agency complies with all financial and other reporting requirements imposed by structure, including those requirements in the General Municipal Law and the Public Authorities Law of New York State. The Compliance Officer shall be the “Contracting Officer” (as such term is defined in Section 2895 of the Public Authorities Law).

ARTICLE VI Personnel

Section 1. Additional Personnel. The Agency may from time to time employ such personnel as the Agency, upon the recommendation of the Executive Director/Chief Executive Officer, deems necessary to exercise the Agency's powers, duties and functions as prescribed by the IDA Act, the PAAA and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

Section 2. Municipal Personnel. The Agency may, with the consent of the Board and the Mayor, use the agents, employees and facilities of the City of Mount Vernon. In such event, the Agency will, by resolution, enter into a contract with the City of Mount Vernon providing the terms upon which the City of Mount Vernon will provide the use of its agents, employees and facilities to the Agency and the compensation, if any, that the Agency shall pay to the City of Mount Vernon for the use by the Agency of the City of Mount Vernon’s agents, employees and facilities.

ARTICLE VII Contracts, Checks, Drafts and Bank Accounts

Section 1. Execution of Contracts. The Board, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Agency to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Agency by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Agency unless specifically authorized by the Board.

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Agency, and all notes or other evidences of indebtedness of the Agency, shall be signed on behalf of the Agency in such manner as shall from time to time be determined by these By-laws or by resolution of the Board.

Section 4. Deposits. All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositories as the Board may select or in the absence of such selection by the Board, as the Chief Financial Officer shall select.

ARTICLE VIII
Intentionally Omitted

ARTICLE IX
Intentionally Omitted

ARTICLE X
Compensation

Section 1. Reasonable Compensation. It is the policy of the Agency to pay no more than reasonable compensation for personal services rendered to the Agency by officers and employees. The Members of the Agency's Board shall not receive compensation for fulfilling their duties as Members, although Members may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Members. Expenses of spouses will not be reimbursed by the Agency unless the expenses are necessary to achieve an Agency purpose.

Section 2. Approval of Compensation. The Board must approve in advance the amount of all compensation for officers of the Agency's Board.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Agency to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Agency, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Agency to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE XI

General

Section 1. Resolutions. The Agency may from time to time, consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law.

Section 2. Fiscal Year. The fiscal year of the Agency shall commence on January 1 in each calendar year and shall end on December 31 of each calendar year. The Agency may, from time to time, establish and re-establish its fiscal year.

Section 3. Books and Records. There shall be kept at the office of the Agency: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board and the standing and special Committees of the Agency, (3) a current list of the Members of the Board and the officers of the Agency and their residence addresses, (4) a copy of these By-laws, (5) a copy of the Agency's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three (3) years' information returns to the Internal Revenue Service.

Section 4. Loans to Members and Officers. No loans shall be made by the Agency to its Members or Officers, or to any other company, corporation, firm, association or other entity in which one or more of the Members or Officers of the Agency. are members, director or officers or hold a substantial financial interest except as allowed by law.

Section 5. Training. All Members of the Board shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Members within one (1) year of appointment to the Board. All other Members of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Agency and the adhere to the highest standards of responsible governance.

ARTICLE XII

Amendments

Section 1. Amendments to By-laws. The by-laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting.

Amended and Restated this 10th day of March, 2020
by the City of Mount Vernon Industrial Development Agency