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Columbia Economic Development Corporation

MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE
Wednesday, September 2, 2015
4303 Route 9
Hudson, New York

A regularly scheduled meeting of Columbia Economic Development Corporation's (CEDC) Governance Committee was held at their offices located at 4303 Route 9, Hudson, NY 12534 on September 2, 2015. The meeting was called to order at 8:05 am by Scott Wood, Committee Chair.

Attendee Name	Title	Status	Arrived
David Fingar	Committee Member	Present	
Tony Jones	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
Scott Wood	Committee Chair	Present	
F. Michael Tucker	Interim Executive Director	Present	
Andy Howard	Council	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Carol Wilber	Marketing Director	Present	

CEDC Draft By-Law Review:

Mr. Howard handed out copies of the most recent version of the draft by-laws. He turned the Committee's attention to Article I, Section 3. (a) The Committee suggested the passage read as follows: *The Corporation is incorporated and shall be operated for the exclusive charitable or public purposes of promoting and providing for additional employment opportunities; encouraging and aiding the expansion of local businesses and the attraction of new businesses; enlarging and diversifying the county's tax base; lessening the burdens of government; while acting to preserve the unique character of Columbia County and its attractiveness to business and employees; and otherwise acting in the public interest to strengthen the local economy.*

Article II Section 1. The committee reviewed the current draft and felt it needed no further changes.

Article II Section 3. The Annual Corporate Members meeting was discussed. Mr. Tucker clarified for the Committee that a Corporate Members meeting would be held in October or early November of this year in order to ratify the proposed by-laws. In January the annual Board members meeting would be held. This would be to elect officers of the Board and address any other organizational requirements. He stated the Annual corporate Members meeting would then be held in March or



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within 6 months of the first of the year. This meeting would elect members to the Board, present the annual audited financials and the annual report to the corporation Members as well as any other corporate business.

Article II Section 4 C. Mr. Jones requested the report to the Columbia County Economic Development Committee be made quarterly and not monthly.

Article II Section 5. Mr. Howard stated wording was added to follow the public meeting law. Ms. Sterling suggested the word consent be changed to request in the second sentence.

Article II Section 9. Mr. Wood suggested the option of video conference be removed, citing the cost to the corporation.

Article II Section 10. Ms. Sterling asked "Member" be changed to "Members".

Article III Section 2 a. Mr. Howard stated the number of Board members would be 17, which would not include the ex-officio members. Ms. Sterling requested wording be added making the designees of the ex-officio's non-voting in Section 2 a i.

Article III Section 3. The Committee discussed listing the causes for Board Member removal. After some deliberation the Committee decided against listing specific causes.

Article III Section 13. The committee discussed requiring a super majority for certain actions of the Board requiring a vote. The Committee decided to follow the County Board of Supervisors and require a simple majority.

Article IV. Mr. Jones requested all the Committees members be appointed by the chair annually for consistency

Article VIII Section 1 and 2, be changed to obtain authorization for contract execution and execution of checks and drafts via resolution, not through the by-laws.

Mr. Tucker asked Mr. Howard to make the suggested changes. He noted the draft by-laws would then be sent to the Governance and Nomination Committee and the chair of the Board of Supervisors Economic Development Committee for comment. He suggested the Governance and Nomination Committee review the draft by-laws one more time prior to the September 29, CEDC Board meeting.

With no further business to come before the committee, Mr. Wood called for a motion to adjourn the meeting. *A motion was made by Mr. D. Fingar, seconded by Mr. Jones to adjourn the meeting. Carried. The meeting was adjourned at 9:06am.*

Respectfully submitted by Lisa Draushuk