

BY-LAWS OF ONTARIO COUNTY FOUR SEASONS LOCAL DEVELOPMENT CORPORATION A NOT-FOR-PROFIT CORPORATION

ARTICLE I OFFICES

Section One. Principal Office. The principal office of the Corporation shall be located in the City of Canandaigua, County of Ontario.

Section Two. Other Offices. The Corporation may have such other offices within the County of Ontario as the Board of Directors may determine as the affairs of the Corporation may require from time to time.

ARTICLE II. BOARD OF DIRECTORS

Section One. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be members of the Corporation.

Section Two. Number, Tenure, Qualification. There shall be up to seventeen directors appointed by the Ontario County Board of Supervisors after recommendation from its Planning and Research Committee. Each director shall serve for a term of three years, with a minimum of four directors to be appointed each year.

The Director appointed from the Ontario County Board of Supervisors shall serve for a term of one year. This term shall start and end as decided by the Ontario County Board of Supervisors.

Not less than three of the directors shall be representatives of the lodging industry, with one such member to be appointed each year, provided however, that such representatives are available and willing to serve. Each director shall hold office until the appointment and qualification of his successor. After recommendation from the Planning and Research Committee, the Board of Supervisors may remove any director for conduct deemed not to be in the best interests of the Corporation.

In addition, there shall be ex-officio directors who are appointed annually and may include, but not limited to, the Ontario County Four Seasons Local Development Corporation Honorary Board Chairperson, Finger Lakes Tourism Alliance CEO, the full time executive leadership of Ontario County Chambers of Commerce, a representative from Hobart and William Smith Colleges and Finger Lakes Community College, a student representative of local tourism or business programs and other such individuals who can complement and contribute to the strategic goals of the corporation.

Section Three. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without any further notice than this bylaw, within thirty days of the annual appointment of new members. The Board of Directors may provide by resolution the time and place within the County of Ontario for the holding of additional regular meetings of the Board without other notice than such resolution.

Section Four. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within the County of Ontario as the place for holding any special meeting of the Board called by them.

Section Five. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days prior thereto by written notice delivered personally or sent by mail or electronic media such as facsimile or e-mail to each director at his or her addresses, postal or electronic, as shown by the records of the Corporation. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The attendance of any director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of any special meeting shall include a brief statement of the purpose or purposes for such meeting and no other matter may be considered and acted upon at such meeting unless a majority of two-thirds of those present shall consent to consideration and action upon such additional matter.

Section Six. Quorum. A majority of the duly appointed and qualified members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting by establishing a time and place for such adjourned meeting.

Section Seven. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section Eight. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Ontario County Board of Supervisors, after recommendation of such Board's Planning and Research Committee. A vacancy shall be created by the resignation, removal or inability of a director to perform the function of the office. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section Nine. Compensation. Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors, any director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him or her, by action in court or otherwise, by reason of having been guilty of gross negligence or misconduct in respect to the matter in which indemnity is sought.

ARTICLE III. OFFICERS

Section One. Officers. The officers of the Corporation shall be a Chairperson, one or more Vice-Chairpersons (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may appoint or elect such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such office to have the authority and perform the duties prescribed from time to time by the Board of Directors, consistent with the provisions of this Article.

Section Two. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors; if the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the Board of Directors may be removed as an officer by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Five. Chairperson. The Chairperson shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any instruments that the Board of Directors have authorized to be executed, except that in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section Six. Vice-Chairperson. In the absence of the Chairperson or in the event of his or her inability to act, the Vice-Chairperson/Vice-Chairpersons in the order of their election, shall perform the duties of the Chairperson, and when so acting, shall have all of the powers of and be subject to all of the restrictions on the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Section Seven. Secretary. The Secretary shall keep written minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to such documents requiring the same and authorized to be so sealed; keep a register of the post office and electronic media contact information of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Section Eight. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, the premium for which bond shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors. The Treasurer shall make the Corporation's records available for, and the Corporation shall annually furnish to the Ontario County Board of Supervisors, an independent audit by a certified public accountant, such report to be furnished within ninety days of the close of the fiscal year of the Corporation.

ARTICLE IV. COMMITTEES

Section One. Committee of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of three or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees shall not operate to relieve the Board of Directors, or any individual director, of the responsibility imposed upon it or upon him or her by law. Each committee of the Board shall serve at the pleasure of the Board.

Section Two. Standing Committees. The Board of Directors shall have the following committees as standing committees of the organization: Executive/Governance Committee, Finance Committee, Audit Committee, and Nominating Committee. Appointments to these committees shall be made by the Chairperson of the Board in accordance with Section One of Article IV.

Section Three. Other Committees. Other committees, including but not limited to the Honorary Board of Directors, not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation and the Chairperson shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section Four. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section Five. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section Six. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Seven. Quorum. Unless otherwise provided in the resolution establishing the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section Eight. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, employee or employees of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument on the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and circumstances.

Section Two. Checks, Drafts, or Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such a determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson or a Vice Chairperson of the Corporation.

Section Three. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Four. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any specific purpose, of the Corporation.

ARTICLE VI. PRESIDENT

The Board of Directors shall retain the services of a President who shall be responsible to the Board of Directors for the performance of duties as shall from time to time be established by the Board.

ARTICLE VII. MISCELLANEOUS

Section One. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and of any committee having any authority of the Board of Directors, and shall keep at its office a list or record containing the names and addresses of all directors.

Section Two. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end of the last day of September of each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the New York Not-For-Profit Corporation Law or under the provisions of the Certificate of Incorporation or the bylaws of the Corporation, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII. AMENDMENTS

Power to Amend Bylaws. The bylaws of this Corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the directors with the written consent of a majority of the members of the Planning and Research Committee of the Ontario County Board of Supervisors.

February 19, 1998
May 25, 2001
September 10, 2007
September 10, 2008
September 9, 2009
March 27, 2013
September 10, 2014