

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
ORANGE COUNTY PARTNERSHIP INC.**

Amendments to Certificate of Incorporation Dissolution Provision and By-laws

October 15, 2024

WHEREAS, the Orange County Partnership Inc. (the “Corporation”) wishes to amend the provisions relating to the distribution of its assets upon dissolution to allow for distributions to its non-voting members, substantially in the form attached hereto as Exhibit A (“Certificate of Amendment”); and

WHEREAS, the Corporation desires to amend its bylaws to reduce the minimum and maximum number of directors and to provide for a class of voting members, substantially in the form attached hereto as Exhibit B (“Amended and Restated Bylaws”).

NOW THEREFORE, BE IT:

RESOLVED, subject to approval by the voting members, that the Certificate of Amendment is hereby authorized, approved, ratified and confirmed in all respects.

FURTHER RESOLVED, subject to approval by the voting members, that the president and chief executive officer of the Corporation is hereby authorized and directed to execute, deliver and file the Certificate of Amendment, or cause the Certificate of Amendment to be delivered and filed, in the name and on behalf of the Corporation with such changes, additions and modifications as such officer shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Corporation.

FURTHER RESOLVED, subject to approval by the voting members, that the Amended and Restated Bylaws are hereby authorized, approved, ratified and confirmed in all respects.

FURTHER RESOLVED, that any officer of the Corporation is hereby, acting singly, authorized on behalf of the Corporation to execute and deliver any other document, to take any action necessary or appropriate to effectuate the foregoing resolutions.

FURTHER RESOLVED, that any and all acts and actions previously taken and any and all agreements or documents previously executed or delivered in connection with the foregoing are hereby approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each act or agreement had been specifically authorized in advance by the board of directors.

Exhibit A

Certificate of Amendment

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ORANGE COUNTY PARTNERSHIP, INC.

Under Section 803 of the Not-for-Profit Corporation Law

1. The name of the corporation is ORANGE COUNTY PARTNERSHIP, INC. (the “Corporation”). The name under which the Corporation was originally formed is ORANGE COUNTY ECONOMIC DEVELOPMENT CORPORATION.
2. The certificate of incorporation of the Corporation (the “Certificate of Incorporation”) was filed by the Department of State on September 24, 1985 under the Corporation’s previous name of ORANGE COUNTY ECONOMIC DEVELOPMENT CORPORATION.
3. The Corporation was formed pursuant to Section 402 of the Not-for-Profit Corporation Law (the “N-PCL”).
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the N-PCL.
5. The Certificate of Incorporation as now in full force and effect is hereby amended as follows:
 - a. Paragraph (7) with respect to the Corporation’s distribution of assets upon dissolution is hereby amended and restated in its entirety to read as follows:

In the event of the dissolution of the corporation, after payment of its expenses and liabilities, the remaining assets and property of the corporation shall be distributed to the non-voting members of the corporation and/or another corporation that is exempt from U.S. federal income tax under the same provisions of the Internal Revenue Code of 1986, as amended (or any successor provisions thereto), as the corporation, with a preference for corporations with

purposes similar to those of the corporation and that conduct activities in Orange County, New York.

6. The Secretary of State is designated as agent of the Corporation, upon whom process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of each process is: 40 Matthews Street, Suite 108, Goshen, NY 10924.
7. The foregoing amendment to the Certificate of Incorporation was authorized by a unanimous vote of the voting members at a meeting of the members, duly called and held.

-Signature Page to Follow-

IN WITNESS WHEREOF, this certificate has been signed this ____ day of _____, 2024 by the undersigned.

Maureen Halahan, President and Chief
Executive Officer

Doc #11867085.2

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ORANGE COUNTY PARTNERSHIP, INC.
Under Section 803 of the Not-for-Profit Corporation Law

Phillips Lytle LLP
One Canalside
125 Main Street
Buffalo, New York 14203

Exhibit B

Amended and Restated Bylaws



**Amended and Restated By-Laws of
Orange County Partnership Inc.
As Amended and adopted October __, 2024**

ARTICLE I – OFFICES

The Principal Office of the Orange County Partnership Inc. (the “Corporation”) shall be in the Village of Goshen, Town of Goshen, Orange County, State of New York.

ARTICLE II - PURPOSES

The purposes for which the Corporation has been organized are to act in a responsible and legal manner to:

1. Promote private business development in Orange County.
2. Provide contractual marketing services to private businesses and municipal entities within Orange County.
3. Engage in studies, research and similar activities to aid private business development in Orange County.
4. Supply timely information to private business or economic development groups and to the general public with respect to the economic and orderly development of Orange County.
5. Collaborate with federal, state, county and municipal governments and their agencies to foster economic development in Orange County.
6. Collaborate with trade associations and Chambers of Commerce to bring about the aforesaid purposes.
7. Conduct business development activities, including advertising and publicity.

ARTICLE III - MEMBERSHIP

1. CLASSES OF MEMBERS

The Corporation shall have two class of membership: (i) Voting Members, and (ii) Investors, the latter of whom or which shall have no voting rights on any matter.

2. VOTING MEMBERS

The Voting Members of the Corporation shall be those persons then serving as directors of the Corporation. A Voting Member may be removed or may resign from Voting Membership only by removal or resignation from the office of director from which such Voting Membership derives. Each Voting Member shall have one vote on matters properly before the Voting Members.

3. INVESTORS

Membership as an Investor shall be open to individuals, corporations, partnerships, limited liability companies, joint stock associations, unincorporated associations, and other entities who become investors in, and support the objectives and programs of, the Corporation. Membership as an Investor does not include voting rights as to the governance, selection of Officers and board members, and setting of policy or its implementation by the Corporation. Notwithstanding the foregoing, no elected official or political subdivision or governmental authority, agency, or instrumentality may be an Investor.

4. MEETINGS OF MEMBERS

A. Annual Meeting. The annual meeting of the Voting Members of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each year in the County of Orange in the State of New York at such place and time as the Board of Directors may determine.

B. Special Meetings. Special meetings of the Voting Members, except as otherwise provided by law, may be called to be held at the principal office of the Corporation or elsewhere at any time by the Board of Directors, the Chairperson of the Board or the President, and shall be called by the President or the Secretary at the request in writing of one-third or more of the directors then in office or at the request in writing of ten percent (10%) or more of the Voting Members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the matters stated in the notice of the meeting.

C. Notice of Meetings of Voting Members. Written notice of the place, date and hour of each meeting of the Voting Members shall be given, personally, by mail, by facsimile telecommunications or by electronic mail, to each Voting Member entitled to vote at such meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. If the notice is given personally, by first class mail, by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If the notice is mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Voting Member at his or her address as it appears on the list of members, or, if he or she shall have filed with the secretary of the Corporation a written request that notices to him or her be mailed to some other address, then directed to him or her at such other address. If sent by facsimile telecommunications or

electronic mail, notice is given when directed to the Voting Member's facsimile number or electronic mail address as it appears on the record of members or to such other facsimile number or electronic mail address as the member may specify to the secretary of the Corporation. An affidavit of the secretary or other person giving the notice or of a transfer agent of the Corporation that the notice required by this Section has been given shall be prima facie evidence of the facts therein stated.

D. Waiver of Notice. Notice of any meeting of the Voting Members need not be given to any Voting Members who submit a waiver of notice, in person or by proxy, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Voting Member or the Voting Member's authorized officer, director, employee, or agent signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member. The attendance of any Voting Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him or her. The meeting shall be duly called and held if notice is given to, or is waived by, all absent Voting Members.

E. Procedure. The order of business and all other matters of procedure at every meeting of the Voting Members may be determined by the presiding officer.

F. Quorum. At every meeting of the Voting Members, except as otherwise provided by law or these by-laws, a quorum must be present for the transaction of any business and a quorum shall consist of not less than the Voting Members entitled to cast a majority of the number of votes, present either in person or by proxy.

G. Adjournments. Members entitled to vote who are present in person or by proxy at any meeting of the Voting Members, whether or not they constitute a quorum, shall have power by a majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

H. Voting - Proxies. Except as otherwise provided in the Certificate of Incorporation (as amended) or by law, each Voting Member shall be entitled at every meeting of the Voting Members to one vote. Except as otherwise provided by law or these by-laws, all questions that shall come before a meeting shall be decided by a majority of votes cast. A Voting Member may execute a writing authorizing another person or persons to act for him as proxy. Execution may be accomplished by the Voting Member signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature. A Voting Member may authorize another person or persons to act for the Voting Member as proxy by providing such authorization by electronic mail to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person, provided that any such authorization by electronic mail shall either set forth information from which it can be reasonably determined that the authorization by electronic mail was authorized by the Voting

Member. If it is determined that such authorization by electronic mail is valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the nature of the information upon which they relied. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it, or the personal representatives of the person executing it, unless it is entitled “irrevocable proxy” in which event its revocability shall be determined by the law of the State of New York in effect at the time.

I. Inspectors of Election. Two inspectors of election, neither of whom shall be a candidate for the office of director if directors are to be elected at such meeting, may be appointed by the Board of Directors in advance of any meeting of Voting Members or by the person presiding at such meeting, and shall be appointed by the person presiding if such appointment is requested by a Voting Member present at such meeting and entitled to vote thereat. Such inspectors shall serve at such meeting and any adjournments thereof. Each inspector, before entering upon the discharge of duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of one’s ability.

J. List of Voting Members. A list of Voting Members entitled to vote, certified by the corporate officer responsible for its preparation, shall be produced at any meeting of the Voting Members upon the request therefor of any Voting Member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election or person presiding thereat, shall require such list of Voting Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be Voting Members entitled to vote thereat may vote at such meeting.

5. ACTION BY VOTING MEMBERS WITHOUT A MEETING

Whenever Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent, setting forth the action so taken, of all of the members entitled to vote thereon. Such consent may be written or electronic. If written, the consent must be executed by the Voting Member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the Voting Members. Written or electronic consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of Voting Members.

6. EVIDENCE OF MEMBERSHIP

The Corporation shall have no capital stock or membership certificates.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The affairs of the Corporation shall be governed by the Board of Directors (hereinafter sometimes referred to as the Board). The Board shall set policy and procedures and shall oversee the distribution of the Corporation's funds.

2. NOMINATION OF DIRECTORS AND OFFICERS

The Governance and Nominating Committee shall provide the Voting Members with a slate of qualified candidates for the Board of Directors and the Board with a slate of qualified candidates for officers of the Board. Such candidates will be presented to the Board at the meeting immediately prior to the Annual Meeting of the Corporation. Individuals who hold any elected or appointed federal, state, county or local municipal government office or position with any office or agency or instrumentality thereof shall be ineligible to be a candidate for the Board of Directors.

3. ELECTION AND TERM OF DIRECTORS

At each Annual Meeting of the Corporation, the Voting Members shall elect Directors to hold office. All elected Directors shall serve three - year terms, except as noted in Article IV, section 6.

No Director shall serve more than two consecutive terms, exclusive of the time served as an Officer or filling the unexpired term of another Director. After serving two consecutive terms, members will not be eligible to stand for election until at least one year has elapsed.

A Director must have at least 66% attendance at Board Meetings during his or her initial term in order to be renominated for an additional term. Based on a Director's overall participation and involvement, the Executive Committee can make exceptions to this requirement. No substitute representation of Directors shall be allowed at meetings.

4. ELECTION OF DIRECTOR EMERITUS

Director Emeritus is an honorary title given to an individual who has served at least two consecutive terms as an Officer and/or Director and who has contributed significantly to the growth and success of the Corporation.

The nomination of a Director Emeritus shall be made by a Director and seconded by another Director at a regular Board Meeting. The election of a Director Emeritus shall take place at the next regular Board Meeting with all Directors voting, whether in attendance or by call-in, with the exception of the nominee. A Director Emeritus serves for three years. Every year, the Nominating Committee shall review and make nominations to the full Board for individuals they wish to appoint or re-appoint as Director Emeriti. The selection will then be put to a vote before the full Board.

A Director Emeritus has no formal responsibilities on the Board but will be included in social events and be kept on the Board mailing lists. From time to time the Chairperson or the Executive Committee may appoint a Director Emeritus to serve on a committee of the Board. While serving on that committee, the Director Emeritus shall be a non-voting member of the Board.

5. [RESERVED]

6. INCREASE OR DECREASE IN NUMBERS OF DIRECTORS

The number of Directors, exclusive of Director Emeriti, may be increased or decreased by vote of the majority of the entire Board. There shall be a minimum of 3 Directors and no more than 20 Directors.

7. VACANCIES

Vacancies occurring on the Board for any reason may be filled by a vote of the majority of the Directors then in office and in attendance at the meeting.

A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

8. RESIGNATION/REMOVAL

A Director may resign at any time by giving written notice to the Board. Any Director who is elected or appointed to any federal, state, county or municipal office or position shall be deemed to have resigned from the Board upon appointment or election to such office without further action by the Board or the Voting Members. The Voting Members may remove any Director with or without cause in accordance with Section 706 of the New York Not-for-Profit Corporation Law. In the event that a member of the Executive Committee resigns or is removed, the Officer that would be next in line according to the succession plan stipulated in Article IV, Section 15 of these by-laws shall be used in determining the person to fill that vacancy. A Governance and Nominating Committee meeting shall be convened within a reasonable time period. The purpose of that Governance and Nominating Committee meeting will be to discuss nominees to be presented to the Executive Committee for review. The Governance and Nominating Committee will present a report to the Board with a recommendation to fill the vacancy.

9. QUORUM OF DIRECTORS

A majority of voting Directors shall constitute a quorum for the transaction of business of the Board of Directors at any legally convened meeting.

10. ACTION OF THE BOARD

A vote by the majority of the Directors present at a Board Meeting, if a quorum is present at that time, shall constitute an official act of the Board. Each Director present shall have one vote.

11. BOARD MEETINGS

The Board may hold its meetings at such places, dates and times as it may from time to time determine. Directors will receive notice of place and time of Regular Board Meetings at least 7 days prior to the meeting.

12. SPECIAL MEETING

Special Meetings of the Corporation may be called by a) the Chairperson or b) by written request of two Directors of the Board. Directors will receive notification at least three

days in advance of a special meeting. Such notification shall include the location of the Special Meeting.

13. ORDER OF BUSINESS

The order of business at all meetings shall be fixed by the Chairperson.

14. CONDUCT OF MEETINGS

The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, the Vice Chairperson or the Second Vice Chairperson (in that order) shall preside.

15. EXECUTIVE COMMITTEE AND OFFICERS

The Executive Committee shall be made up of the Chairperson, Vice Chairperson, Second Vice Chairperson, Secretary, Treasurer and the Immediate Past Chairperson. The Chairperson may appoint additional members of the Executive Committee with the approval of the Board. Officers of the Board will be elected for a two year term at the Annual Meeting of the Corporation. Succession of Officers shall be in the order as shown in this item of Article IV.

The responsibilities of the Executive Committee include, but are not limited to, hiring, termination, evaluation and compensation of the Chief Executive Officer.

All Committee reports shall be forwarded to the Executive Committee for review by the Executive Committee and such action as the Executive Committee shall deem appropriate.

16. GOVERNANCE COMMITTEE

The Governance and Nominating Committee shall be made up of a minimum of three (3) Directors, appointed by the Board, whose function is to evaluate and make recommendations regarding the By-laws and the rules and regulations of the Corporation and to make recommendations regarding qualified candidates for (i) the office of director to the Voting Members and (ii) officer positions to the Board. The Immediate Past Chairperson shall be a member of this Committee.

17. FINANCE COMMITTEE

The Finance Committee shall be made up of a minimum of three Board members with the responsibility to select the audit firm; to review and respond to the audited financial statements and related issues; to provide the oversight for the creation and approval of the annual budget; and to address required financial issues.

18. OTHER COMMITTEES

The Chairperson, with the approval of the Board, may establish Committees to perform such duties, as from time-to-time may be required. Each such Committee shall serve at the pleasure of the Chairperson.

19. ALLOWABLE METHODS OF VOTING

All legally generated votes may be submitted in person by voice, show of hands, or paper

ballot, or other than in person by way of teleconference or videoconference as permitted under State law. Notice of a pending vote shall be given within a reasonable amount of time.

ARTICLE V - ALLIANCE FOR BALANCED GROWTH COMMITTEE

Alliance for Balanced Growth Committee - The Alliance for Balanced Growth is a Committee whose members make up a cooperative effort among area developers, landowners, commercial real estate professionals, engineers, land-use attorneys, construction services and the Corporation. The goal of this Committee has been to educate the public on the business and land-use planning advantages of commercial development and to learn cooperatively about issues they face.

ARTICLE VI – OFFICERS

1. OFFICERS, ELECTION, TERM

The Board may elect a Chairperson, Vice Chairperson, Second Vice Chairperson, Secretary and Treasurer, who shall have such duties, powers, and functions as hereafter provided. The Immediate Past Chairperson shall serve as an Officer. All Officers shall be elected to hold office until the meeting of the Board following the Annual Meeting.

2. CHAIRPERSON OF THE BOARD

The Chairperson of the Board shall preside at all Board meetings. The Chairperson shall appoint Board Members to Committees and shall appoint the Committee Chairs, except for the appointment of the Members and the Chair of the Alliance for Balanced Growth Committee.

3. VICE-CHAIRPERSON

The Vice Chairperson shall perform all duties incumbent upon the Chairperson during the absence of the Chairperson.

4. SECOND VICE-CHAIRPERSON

The Second Vice-Chairperson shall perform all duties incumbent upon the Chairperson during the absence of both the Chairperson and Vice-Chairperson.

5. IMMEDIATE PAST CHAIRPERSON

The Immediate Past Chairperson shall perform all duties incumbent upon the Chairperson during the absence of the Chairperson, Vice Chairperson and 2nd Vice Chairperson.

6. SECRETARY

The Secretary shall record all transactions of the Board at legally convened meetings. The Secretary shall be authorized to execute such documents as may be appropriate and as shall be authorized by the Board.

7. TREASURER

The Treasurer shall direct the preparation of all financial documents legally approved by the Board. The Treasurer be authorized to execute such documents as may be appropriate and as shall be authorized by the Board.

ARTICLE VII– PRESIDENT

The Board shall appoint a President. The President shall serve as the Chief Executive and Administrative Officer of the Corporation.

ARTICLE VI II– SEAL

The seal of the Corporation shall be as follows:



ARTICLE IX - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE X - BUDGETS AND FISCAL YEAR

It is the duty of the President to cause a proposed budget to be submitted annually to the Board for review and consideration.

The Board may make any changes to the proposed budget that the Board considers necessary and appropriate.

ARTICLE XI– DISBURSEMENTS

The Board shall cause to be established a system regarding the manner in which disbursements for expenses are authorized.

For Board approved budget items approval by the President is required in order to make disbursements from the Corporation’s accounts. **All checks shall require two signatories.**

ARTICLE XII – AMENDMENTS OF BY-LAWS

These By-Laws may be amended at any meeting of the Voting Members by a two-thirds vote of the Voting Member, provided that the amendment has been submitted in writing to the Voting Members at least seven days in advance of such meeting. The Board may not adopt, amend, or repeal any By-Law adopted by the Voting Members.

