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**SYRACUSE ECONOMIC DEVELOPMENT CORPORATION**  
**333 West Washington Street, Suite 130**  
**Syracuse, New York 13202**

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**DUTIES AND RESPONSIBILITIES OF MEMBERS AND OFFICERS**

**Introduction**

The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and such other offices as may be prescribed, from time to time, by the Corporation. The President or Vice President and other officers shall be appointed by the Mayor of the City of Syracuse and may be removed with or without cause at her discretion. Each officer shall be a Member of the Corporation during his or her term of office.

**1. President**

The President shall be chief executive officer of the Corporation, and shall serve as an ex officio member of all duly constituted committees, shall supervise the general management and the affairs of the Corporation, and shall carry out the orders and resolutions of the Corporation. Except as otherwise authorized by resolution of the Corporation, the President shall execute (manually and by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidence of indebtedness and any other instruments of the Corporation on behalf of the Corporation.

**2. Vice-President**

The Vice-President shall have all the powers and functions of the President in the absence or disability of the President. The Vice-President shall perform such other duties as the Members of the Corporation shall prescribe or as delegated by the President.

**3. Secretary**

The Secretary shall keep the minutes of the Corporation, shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Corporation, shall attest to the giving or serving of all notices of the Corporation, shall have charge of such books and papers as the Members of the Corporation may order, shall attest to such correspondence as may be assigned, and shall perform all the duties incidental to his or her office.

**4. Treasurer**

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, shall deposit such funds in the name of the Corporation, in such bank or trust

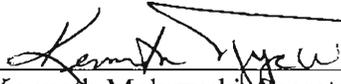
company as the members of the Corporation may elect, shall sign such instrument as may require the Treasurer's signature, but only with the approval of the President, shall at all reasonable times exhibit the books and accounts of the Corporation to the Mayor or any Member of the Corporation, and at the end of each fiscal year shall present an annual report setting forth in full the financial condition of the Corporation.

**5. Additional Personnel**

The Corporation, with the consent of the Mayor, may appoint an Administrative or Executive Director to supervise the administration of the business and affairs of the Corporation, subject to the direction of the Corporation. The Corporation may, from time to time, employ such other personnel as it deems necessary to execute its powers, duties and the laws of the State of New York applicable thereto.

Approved and adopted November 4, 2011

Syracuse Economic Development Corporation

  
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Kenneth Mokrzycki, Secretary