

## Minutes for the May 9, 2005 Annual Meeting of the Membership of the Village of Lancaster Community Development Corporation

Meeting was called to order at 6:37 p.m. by Mayor William G. Cansdale in the Village of Lancaster Board Room at the Municipal Building at 5423 Broadway, Lancaster, New York.

In addition to Mayor Cansdale, the members in attendance were Gary Ambrose, Betty Aquila, Jim Everett, Alan Kurtzman, Paul Maute, Edward Meyer, John Mikoley, Bill Schroeder, and Richard Young. Consultant Stan Keysa was also present, as was Lancaster Town Supervisor Bob Giza.

Jim Everett moved to waive the reading of the minutes of the annual meeting of May 10, 2004, which had been mailed to all members with the notice of this meeting. The motion was seconded by John Mikoley and unanimously approved.

Alan Kurtzman then moved to approve the minutes of the annual meeting of May 10, 2004; Jim Everett seconded the motion, which was unanimously approved.

No officer reports were presented, as the minutes of the regular meetings of the Board of Directors are circulated monthly to all members.

Turning to election of directors, Mayor Cansdale noted that the last regular meeting of the Board of Directors had nominated Alan Kurtzman for re-election to a term ending May 31, 2010; and had nominated Thomas Kazmierczak to an unexpired term ending May 31, 2007; and had nominated Robert H. Giza to an unexpired term ending May 31, 2008. Richard Young moved that all three be elected to the respective terms for which they had been nominated; the motion was seconded by Jim Everett and unanimously approved.

Mayor Cansdale welcomed Supervisor Giza to the Board and reminded the members that, because VLCDC Board meetings on the first Monday of the month conflict with the schedule of Lancaster Town Board meetings, the VLCDC Board is expected to change the regular monthly meetings to the first Tuesday at 6:30 p.m. in the boardroom at 11 West Main Street.

Mayor Cansdale also reported that he had spoken with Shelley Au, who was pleased at the progress made by the Corporation, but indicated that she was often facing time conflicts and would shortly be sending in her resignation. At such time as her resignation is received, the Board can nominate another to fill her unexpired term. This will be voted on by the membership, possibly using proxy votes if it is inconvenient for the full membership to meet.

Mayor Cansdale then noted that it is important for there to be a quorum of directors to conduct business, and that the By-Laws need to be amended to provide for removal of a director who has missed too many meetings. Draft language to that effect was included in the minutes of the last regular board meeting. Richard Young then moved that **Section 4 of Article IV - Directors** be amended to read as follows:

(new language is underlined)

**Section 4. Removal of Directors.** Any or all of the Directors may be removed for cause by vote of the membership or by action of the Board. Directors may not be removed without cause. Should any Director miss three (3) regular meetings without

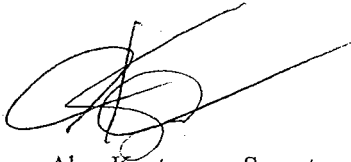
being excused at such meeting by the majority of those Directors present for such meeting, such absent Director shall be deemed to be delinquent. The Secretary shall cause a notice to be served on such delinquent Director prior to the next regular meeting, at which meeting such delinquent Director may present his or her reason for being absent and request that the Board excuse one or more of such absences. Should a majority of the Directors then holding office (not including said delinquent Director) not approve his or her excuse for being absent, a similar majority may then vote to declare such delinquent Director to have been removed for cause, and the position to be vacant.

The motion was seconded by Betty Aquila and unanimously approved.

Mayor Cansdale then recommended that Fox & Co. be retained as auditors to review VLCDC activities of the past year and prepare the necessary filings with the IRS and Secretary of State. The motion to retain Fox & Co. was made by John Mikoley, seconded by Alan Kurtzman, and unanimously approved.

All necessary business having been concluded, at 6:48 p.m. Betty Aquila moved to adjourn the annual meeting; her motion was seconded by Jim Everett and unanimously approved.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'AK', written over a horizontal line.

Alan Kurtzman, Secretary