

As amended July 25, 1983

As amended June 12, 1990

As amended June 12, 2013

BY-LAWS OF SARATOGA SPRINGS CITY CENTER AUTHORITY

Article I The Authority

Section 1: Name

The name of the Authority shall be “Saratoga Springs City Center Authority”

Section 2: Seal

The Authority shall have a seal and such seal shall be affixed and attested to by the Secretary of the Authority or such other officers as the Authority may by resolution direct.

Section 3: Offices

The principal office of the Authority is 522 Broadway, Saratoga Springs, NY 12866

Section 4: Board of Directors

The power of the Authority shall be exercised by a board consisting of seven (7) voting members, appointed as provided in the enabling legislation. The Mayor of the City of Saratoga Springs or his/her designated representative shall serve as an ex-officio, non-voting member.

Article II Officers and Employees

Section 1: Officers

The officers of the Authority shall be a Chairperson, a Vice-Chairperson and a Secretary.

Section 2: Chairperson

The Chairperson shall preside at all meetings of the Authority and be an ex-officio member of all committees. Except as otherwise authorized by resolution of the Authority, the Chairperson, or designated executive officer (President) shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Authority.

Section 3: Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.

Section 4: Secretary

The Secretary shall keep the records of the Authority, shall take or cause to be taken proper minutes at all meetings of the Board, shall keep a record of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to this office.

Section 5: Additional Duties

The officers of the Authority shall perform such other duties and functions as may from time to time be prescribed by the Board.

Section 6: Additional Personnel

The Board may hire a chief executive officer (President), such other agents, technical consultants, legal counsel and employees as it deems necessary to carry out its purposes, subject to restrictions and conditions set forth in the Public Authorities Law establishing the Saratoga Springs City Center Authority.

Article III Elections, Terms of Offices

Section 1: Elections

The Vice-Chairperson and Secretary shall be elected at the annual meeting of the Board and shall hold office until the next annual meeting of the Board, or until their successors are elected. Candidates for office shall be nominated for election by a nominating committee appointed by the Authority Chairperson.

Section 2: Vacancies & Expiration of Terms

Vacancies to unexpired terms shall be filled by appointment of the Mayor with the consent of the City Council. At the expiration of the terms of members of the Board, such terms shall continue until the appointment and qualification of each successor who shall be appointed by the Mayor with the consent of the City Council.

Section 3: Honorary Director

The Board may elect one or more Honorary Directors or Emeritus Directors as they see fit, and for terms they shall designate. Each may attend meetings of the Board and may speak on any matters pertaining to business of the Board, but shall not vote.

Article IV Meetings

Section 1: Annual Meeting

The annual meeting of the Authority shall be in the month of March, at which time an election of officers shall be held.

Section 2: All Meetings

All meetings, whether regular or special, shall be consistent with all provisions of ordinances of the City of Saratoga Springs and New York State Statutes.

Section 3: Regular Meetings

Regular meetings of the Authority shall be held a minimum of four (4) times a year (quarterly), on the second Wednesday of the month, March, June, September, December or at other such times as acceptable to a majority of the Authority Members. In the event that such date is a legal holiday, said meeting shall be held on the next business day.

Section 4: Special Meetings

The Chairperson or in his/her absence, the Vice-Chairperson, may call special meetings by notice in writing served personally upon the Authority Board Members or left at their residences at least 72 Hours prior to such meeting, or by mailing such notice "special delivery" to the respective residence at least 72 hours prior to such meeting. As such special meeting, no business shall be considered other than as designated in the notice, but any and all business may be transacted at such special meeting if all members of the Board are present at such special meeting or if not present, have given their assent to the transaction of such other business in writing, prior to, or subsequent to such special meeting.

Section 5: Quorum

A majority of the voting members of the Authority shall constitute a quorum for the transaction of business. A majority of the Authority shall be necessary to take any action, except for actions taken by the Executive Committee, as herein provided. A quorum of the Executive Committee shall be two (2) members of the Authority Board.

Section 6: Manner of Voting

Voting on all questions coming before the Board shall be by voice vote and the ayes and nays shall be entered upon the minutes of such meeting.

Section 7: Conduct of Meeting

Meetings of the Board and of its committees shall be governed by Robert's Rules of Order, latest edition.

Section 8: Expenditures

All propositions requiring the expenditure of money for major/capital projects or affecting land contract rights or real property acquisition or disposal, shall be presented to the Authority in writing. Financial Statements, budget comparisons for revenues and expenditures will be presented to the Authority on a monthly basis for review and/or vote.

Article V Committees

The Chairperson shall appoint members of all committees, whether standing or special. The committees shall consist of the following, but not restricted to:

Section 1: Budget and Finance Committee

This committee shall have the responsibility in conjunction with the President of the City Center to recommend general policy in reference to any and all fees, tickets, charges, sales and rentals at the Center including, but not limited to, charges for the use of the Center in any and all events. This committee is also charged with the responsibility, in conjunction with the President of the City Center, for the preparation and review of the annual budget, and to review and audit bills, vouchers and financial statements.

Section 2: Executive Committee

This committee shall consist of the officers of the Board (Chairperson, Vice-Chairperson, Secretary and the President; a non-voting member). In the case of an emergency arising out of an unforeseen occurrence or condition whereby circumstances affecting the well-being of the Authority require immediate action which cannot await a regular emergency meeting of the Board, the Chairperson shall make every effort to first convene the full Board; second, poll those members, if possible, who cannot attend; third, assure that the business to be conducted is restricted to only that requiring attention to resolve an emergency circumstance; fourth, shall report at the next regular or special meeting of that Board on any and all action taken by the Executive Committee in the emergency meeting. The power and authority of the Executive Committee shall be limited to that necessary to deal with that emergency.

Section 3: Other Committees

The Chairperson may from time to time create other committees as may be appropriate to assist the Board in an advisory capacity only. The Chairperson shall appoint the members of such committees, which may include in their membership persons other than members of the Board. Each member of the committee shall have one (1) vote. All such committees shall be automatically terminated at the end of each year of operation.

Article VI Indemnification

The Board and executive staff (President), either individually or jointly, while acting in an official capacity are agents of the Saratoga Springs City Center Authority, and in consideration of said services, the Authority will indemnify and save harmless the members from and against all claims, suits, damages, costs, losses and expenses in any manner resulting from, arising out of or connected with their activities as members of the Board of the Saratoga Springs City Center Authority.

Article VII Gifts

The Board shall have the authority to receive gifts, intervivos or testamentary, of whatever kind or nature, to have and to hold, and to use and to permit the use of for any and all purposes in connection with the City Center including, but not limited to, the operation, maintenance and improvements of said facility.

Article VIII Amendments

These by-laws may be amended from time to time by a two-thirds vote of the members of the Board present at a meeting attended by a quorum. The proposed amendment must be mailed to each member at the last address furnished by him/her to the Board at least five (5) days before the meeting at which the amendment is to be voted upon.

Article IX Reports

Section 1: Reports to the City

It shall be the responsibility of the Chairperson or his/her designated representative, to provide operational and financial reports to the Mayor and Members of the City Council of Saratoga Springs. The frequency of such reports for the first 24 months of Authority existence shall be monthly and made in a manner determined by the Chairperson. Thereafter, it shall be the responsibility of the Chairperson to report, wither verbally or in written manner, to the Mayor and Members of the City Council no less than once annually.

Section 2: Annual Budget

Upon acceptance by the Board, the Secretary or President shall submit on or about by October 1st of each year the Authority annual operating budget for the following year, which shall be filed with the Saratoga Springs Department of Finance for inclusion in the City's annual budget.

Article X Attendance

To insure continuity and commitment to service as a member of the Saratoga Springs City Center Authority, minimum attendance requirements will be instituted. A Board Member absent from regularly scheduled meetings on two (2) successive dates will be removed from membership by the Authority. Following removal, the Authority will communicate to the Mayor's Office that a vacancy exists. If, however, in the discretion of the majority of the Board Members, certain extenuating circumstances (such as short-term illness or unusual travel

demands, etc.) should be considered, the attendance requirement may be waived by a majority vote of a quorum of the Board.

Article XI
Validity of By-laws

In the event that any one section, clause or article shall be determined to be illegal or in violation of any existing state or local statute, such determination shall not void or render illegal any other section, clause or article.

Article XII
Fiscal Year

The fiscal Year of the Saratoga Springs City Center Authority shall coincide with that of the City of Saratoga Springs, NY.

Addendum to By-laws

Article IV- Meetings

Section 1: Annual Meeting

As of the minutes of the Tuesday, October 14, 1986 meeting, the Annual Meeting of the Authority shall now be held in the month of February, at which time an election of Officers shall be held.