



SCHENECTADY METROPLEX DEVELOPMENT AUTHORITY BY-LAWS

ARTICLE I: Purposes and Powers

Section 1. Purposes. This Authority has been created by an Act of the New York State Legislature¹ in order to institute a comprehensive, coordinated program of economic development activities in the Route 5 and Route 7 corridors of Schenectady County, especially in the downtown of the City of Schenectady.

Section 2. Powers. This authority shall have the power to design, develop, plan, finance, create, site, construct, renovate, administer, operate, manage and maintain such buildings, parks, structures and other facilities as may be necessary or convenient within the service district specified in the Schenectady Metroplex Development Authority Act as it presently has been enacted and as it may be from time to time amended. The Authority shall possess all additional powers specified in the Act and in other applicable laws and these By-Laws.

ARTICLE II: Meetings of the Authority

Section 1. Annual Meeting. The Annual Meeting shall be held in February at a time and place within the State of New York and County of Schenectady, as designated in the notice of same.

Section 2. Regular Meetings. The Authority shall establish a schedule of regular monthly meetings to be held, within the County of Schenectady, between the Annual Meetings. The regular business of the Authority may be transacted at such meetings and at the Annual Meeting.

Section 3. Special Meetings. Special meetings of the Authority may be called by the Chair or, in his absence, the Vice Chair or upon the written request of at least five Board Members. Each special meeting shall be held at the time and place designated within the County of Schenectady.

Section 4. Notices. Notice of each annual and each regular meeting of the Authority shall be given by mailing the same by first class mail at least ten (10) days before the day on which the meeting is to be held, to the address of each Member or by delivering it personally or by telephone or fax. Notice of each special meeting of the Authority must be mailed by first class mail at least four (4) days before the day on which the meeting is to be held or by personal delivery, or telephone or fax at least 24 hours before the time of the meeting. Notice of any meeting need not be given to any Member who submits a signed waiver of notice thereof before, at or after the meeting to the Secretary or the Chair of the meeting.



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Section 5. Quorum and Exercise of Powers. Six Members of the Authority shall constitute a quorum authorized to transact any business presented at any meeting of the Authority. All action shall be taken by vote of a majority of a quorum except that any action involving authorization to expend Authority funds or issues affecting contract rights or property must be presented to the Board in writing and may not be adopted or approved without at least six affirmative votes, except as set forth in Article III, Section 3. If at any meeting there is less than a quorum, a majority of those Members present may, from time to time, adjourn the meeting and set a new meeting date by notice given in accordance with Section 4 of this Article.

Section 6. Participation at meetings by conference telephone. Members may participate at any Authority meeting by conference telephone, including participation in the discussion and voting. However, they may not be counted in the minimum quorum required to transact business.

Section 7. Presiding Officer. At all meetings of the Authority, the Chair shall be the presiding officer, except as hereinafter provided. In the event that a meeting occurs when the office of Chair is vacant or in the absence or disability of the Chair, the Vice Chair shall be the presiding officer; except that if, in such event, the office of Vice-Chair is vacant or the Vice Chair is absent or disabled, the Authority shall choose, from among those Members present, a presiding officer to preside at such meeting.

Section 8. Procedure. The order of business and all other matters of procedure at each meeting of the Authority may be determined by the presiding officer.

Section 9. Agenda Items Added by Unanimous Consent. The Chair or Vice-Chair shall circulate an agenda to all Board members in advance of any annual, regular or special Board meeting. Any Board member may propose additional items for action by the Board at any annual, regular or special meeting of the Board and with unanimous consent of the Board have the item or items added to the agenda for action by the Board.

Section 10. Minutes. The Secretary or a person delegated by the presiding officer shall keep minutes containing a record or summary of all motions, proposals, resolutions or any other matter formally voted upon and the vote thereon for each annual, regular and special meeting and shall distribute copies to each Board member for review. Minutes will be corrected and approved at the next scheduled meeting of the Authority.



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ARTICLE III: Officers Generally

Section 1. Officers. The officers of the Authority shall be the Chair, Vice Chair, Secretary, Treasurer, and such other additional officers as may be designated by resolution of the Authority who shall hold office at the pleasure of the Authority.

Section 2. Acts of the Authority. All acts, agreements and documents of the Authority shall be performed or executed in the name of the Authority by an authorized officer. The following are each designated as an authorized officer of the Authority for such purposes: The Chair, the Vice Chair, the Secretary and the Treasurer and any other person authorized, from time to time, by the Authority to perform any specific act or to execute any specific document.

Section 3. Contracts requiring Board Approval. All contracts for the general corporate purposes of the Authority which are in excess of twenty-five thousand (\$25,000), or for the retention of counsel or independent auditors, or are collective bargaining agreements between the Authority and its employees must be approved by affirmative vote of a majority of the Members of the Authority. The Chair, Executive Director and such other persons as specifically delegated by Board resolution are empowered to sign all other contracts.

Section 4. Removal and Vacancies. Any officer except the Chair or Vice Chair may be removed from his or her office or have his or her authority as an officer suspended by the Authority at any time with cause. If any office except Chair or Vice Chair becomes vacant for any reason, the Authority shall have the power to fill such vacancy by a majority vote of all the members of the Authority. The Chair and Vice Chair may only be appointed, removed and any vacancy in either office may only be filled by action of the Schenectady County Legislature.

Section 5. Delegation. In the event of a vacancy in any office or the absence or disability of any officer or for any other reason that the Authority may deem sufficient, the Authority, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any Member.

ARTICLE IV: Statutory Officers

Section 1. Statutory Officers. By law, the Schenectady County Legislature shall appoint a Chair and Vice Chair from among the Members appointed by the Legislature who shall serve as such until his or her term as a Board Member has expired and until his or her successor is appointed. The Authority shall annually, at the Annual Meeting of the Authority appoint or elect from among its Members, a Secretary and Treasurer.



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Section 2. Term of Office. The Secretary and the Treasurer shall, unless otherwise determined by the Authority, hold office until the next annual meeting of the Authority and until their respective successors have been elected or appointed.

Section 3. Chair. The Chair shall:

- (a) Be the chief executive officer of the Authority;
- (b) Preside at all meetings of the Authority at which he or she is present;
- (c) Enforce or cause to be enforced all laws and regulations relating to the administration of the Authority;
- (d) Call meetings of the Authority when he or she deems it necessary;
- (e) Enforce these By-Laws and perform all the duties incident to the position of Chair; and,
- (f) With the advise and consent of the Board appoint and terminate the appointment of the Executive Director;
- (g) Appoint members of the Authority to such other municipal or private advisory or other committees and Boards as may be requested from time to time by such organizations or entities forming the same or as may be required by statute, rule or regulation;
- (h) Exercise such powers and perform such other duties as the Authority may determine.

Section 4. Vice Chair. In the event that the office of Chair is vacant or in the absence or disability of the Chair, the Vice Chair shall exercise the powers and perform the duties of the Chair. The Vice Chair shall exercise such other powers and perform such other duties as the Authority may determine.

Section 5. Secretary. The Secretary shall enter or cause to be entered in the proper record of the Authority and shall prepare written minutes of all the resolutions and proceedings of meetings of the Authority, conduct or cause to be conducted the correspondence relating to the Authority, issue or cause to be issued all notices of meetings of the Authority and exercise such other powers and perform such other duties as the Authority may determine.

Section 6. Treasurer. The Treasurer shall:

- (a) Be responsible for the care and custody of all funds and securities of the Authority, including the investment thereof, and deposit the funds and securities or cause the same to be deposited in the name of the Authority in a bank or banks, trust company or trust companies;
- (b) Render or cause to be rendered a statement of the financial condition of the Authority at the annual meeting and at each regular meeting thereof and at such other meetings as shall be required by the Authority;
- (c) Render or cause to be rendered a full financial report to the Authority after the expiration of each fiscal year;



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- (d) Supervise the preparation of all budgets, requests for funds and reports required by all applicable statutes; and
- (e) Exercise such other powers and perform such other duties as the Authority may determine.

ARTICLE V: Officers and Personnel

Section 1. Staff. The Authority shall employ an Executive Director and such additional staff as deemed necessary, all of whom shall hold office at the pleasure of the authority and in accordance with applicable provisions of New York's and Schenectady County's Civil Service Laws.

Section 2. Executive Director. The Executive Director shall report to and be subject to the direction of the Chair. The Executive Director shall possess and exercise such of the following specified duties and powers as may from time to time be determined by the Chair. The Executive Director may function as the chief administrative officer of the authority and may be responsible for the efficient administration and operation of the Authority; carry out the policies and directives of the Authority; be responsible for obtaining and furnishing to the Authority financial and other reports as may be required by the Authority; recommend to the Authority, from time to time, such measures as the Executive Director shall deem necessary or advisable; furnish the Authority with the necessary information respecting any of the department or divisions of the Authority; be responsible for all matters relating to governmental relations; be responsible for the Authority's internal audit and internal affairs functions and for furnishing the Authority with necessary information respecting those functions; be responsible for the preparation and submission to the Authority of the proposed annually budget for adoption by August of each year and of any amendments thereto, from time to time, for adoption by the Authority; keep the Authority informed as to the financial needs and conditions of the Authority; prepare and present to the Board for adoption at its June meeting a five year capital and program plan and exercise such other powers and perform such other duties as the Authority may from time to time determine.

Section 3. Other Personnel. The Authority may, from time to time, employ such other personnel as the Authority may deem necessary to exercise the powers and perform the duties and functions necessary or convenient in carrying out the objectives and purposes of the Authority, define their duties, and functions and set their terms of employment, subject to the terms of any collective bargaining agreement which may be in force.

Section 4. Professional Services. The Authority may, subject to the provisions of Article III, Section 3 of these By-Laws and within any limits, which may be established by the Authority, employ or retain professional services as the Members determine to be necessary or advisable and may fix the terms of such employment or retainer.



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ARTICLE VI: Committees

Section 1. Committees. The Authority may from time to time create one or more committees of the Authority each consisting of two or more Members of the Authority, which committees shall exist for such periods of time and exercise such powers and perform such duties as the Authority may determine.

Section 2. Appointment and Removal. The Chair of the Authority shall have the power of appointment and removal, with or without cause, of members of all committees and designation and removal, with or without cause of the Chair of all committees.

ARTICLE VII: Indemnification of Members, Officers and Employees

Section 1. Right of Indemnification. Each Member, officer and employee of the Authority whether or not then in office, and any person whose testator or in testate was such Member, officer or employee, shall be indemnified by the Authority for the defense or, or in connection with, civil or criminal actions or proceedings or appeals therein, in accordance with and to the fullest extent permitted by law.

Section 2. Other Rights of Indemnification. The right of indemnification herein provided shall not be deemed exclusive of any other rights to which any such Member, officer or employee may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of the rights, pursuant to statute or otherwise, of any such Member, officers or employee in any such action or proceeding to have assessed or allowed in his favor, against the Authority or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 3. Insurance. The Authority may authorize the purchase of liability insurance to supplement the Authority's ability to indemnify as established hereunder and by statute.

ARTICLE VIII: Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Authority shall begin January 1 and end December 31.

ARTICLE IX: Form of Seal

SECTION 1. Form of Seal. The seal of the Authority shall be in such form as may be determined from time to time, by the Authority. The seal on any corporate obligation for the payment of money may be a facsimile.



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ARTICLE X: Amendments

Section 1. Procedure for Amending By-Laws. By-Laws of the Authority may be adopted, amended, or repealed at any meeting of the Authority by vote of a majority of the whole number of the Members of the Authority (6), notice of which shall have included a copy of the proposed action. Unless otherwise prohibited by applicable law, the Members of the Authority may, however, by unanimous consent, agree to consider and act upon any proposal to amend these By-Laws at any duly called meeting of the Board without advance notice of a proposed amendment.

Adopted April 14, 1999.

¹ S6836 – A and A 10673