

**ALBANY CONVENTION CENTER 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 convention activities in the City of Albany.

Section 2. Powers. This Authority shall have the power to design, develop, plan, finance, create, site, construct, renovate, administer, operate, manage and maintain the convention center facility of the Authority. 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 January or when practicable at a time and place within the State of New York and City of Albany, 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 City of Albany, 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 or her absence, the Vice-Chair or upon the written request of at least four Members. Each special meeting shall be held at the time and place designated in the notice of meeting within the City of Albany.

Section 4. Notices. The notice of each meeting shall specify the time and place of such meeting and shall include the agenda for such meeting. Notice of each annual and each regular meeting of the Authority shall be given by mailing the same by first class mail at least five (5) days and not more than fifty (50) days before the day on which the meeting is to be held, to the address of each Member or by delivering it personally or electronically or by fax, to the address or number designated by the Member for that purpose. Notice of each special meeting of the Authority shall be given by mailing the same by first class mail at least three (3) days before the day on which the meeting is to be held or by delivering it personally or electronically or by fax, to the address or number designated by the Member for that purpose, 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.

Section 5. Quorum and Exercise of Powers. Five Members of the Authority shall constitute a quorum authorized to transact any business presented at any meeting of the Authority. At least four members of the Authority present at any meeting at which a quorum shall be present, shall

be necessary to pass any resolution except as otherwise specified herein, or as otherwise provided by law. 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 five affirmative votes. 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 telephone. Members may participate at any Authority meeting by conference telephone, including participation in the discussion. However, they may not be counted in the minimum quorum required to transact business, and shall not be considered present for purposes of voting at such meeting.

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 the 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. Agency Items Added by Unanimous Consent. The Chair or Vice-Chair shall circulate an agenda to all Board members along with the notice of the meeting 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 members present at such meeting have the item or items added to the agenda for action by the Board.

Section 10. Minutes. The Secretary shall keep minutes containing a record or summary of all motions, proposals, resolutions or any other matters 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.

ARTICLE III: Board Members

Section 1. Members. The authority shall consist of nine members. ~~Three~~ members shall be appointed by the governor of New York State. ~~One~~ member shall be appointed by the temporary president of the New York state senate. ~~One~~ member shall be appointed by the speaker of the New York state assembly. ~~Two~~ members shall be appointed by the mayor of the City of Albany with the advice and consent of the common council. ~~Two~~ members shall be appointed by the Albany county executive with the advice and consent of the county legislature. All members of the board shall serve at the pleasure of their appointing authority. Members of the board shall be entitled to no compensation for their services, but shall be entitled to reimbursements for their actual and necessary expenses incurred in the performance of their official duties.

Section 2. Chair. A member of the board shall be designated as Chair by a majority vote of all the members of the board, provided that the initial Chair must be one of the members appointed by the governor. The Chair shall:

- (a) Preside at all meetings of the Authority at which he or she is present;
- (b) Enforce or cause to be enforced all laws and regulations relating to the administration of the Authority;
- (c) Call meetings of the Authority;
- (d) Enforce these By-Laws and perform all the duties incident to the position of Chair; and,
- (e) With the advice and consent of the Board appoint, and terminate the appointment of, the Executive Director;
- (f) 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;
- (g) Exercise such powers and perform such other duties as the Authority may determine.

Section 3. Vice-Chair. A member of the board shall be designated as Vice-Chair by a majority vote of all the members of the board. 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 4. Treasurer. A member of the board shall be designated as Treasurer by a majority vote of all the members of the board. The Treasurer shall have direct oversight of the Chief Financial Officer and all financial matters of the Authority.

ARTICLE IV: Officers

Section 1. Officers. The officers of the Authority shall be the Executive Director, Secretary, Chief Financial Officer, and such other additional officers as may be designated by resolution of the Authority. The Members shall designate these officers, except for the Executive Director, by majority vote of all Members, annually at the Annual Meeting of the Authority. Any two or more offices may be held by the same person, except the offices of Executive Director and Secretary.

Section 2. Term of Office. Unless he or she resigns, dies or is removed prior thereto, each officer shall hold office until the next Annual Meeting of the Authority and until his or her respective successor has been elected and has been qualified.

Section 3. Executive Director. The Chair may appoint and terminate the appointment thereof an Executive Director upon the advice and consent of the board, who shall be primarily responsible for the discharge of the administrative functions of the authority. The Executive

Director shall not be a board member. The Executive Director shall report to and be subject to the direction of the Chair. The Executive Director shall function as the chief administrative officer of the Authority and shall 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 departments 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 annual budget for adoption not later than November 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; and exercise such other powers and perform such other duties as the Authority may from time to time determine.

Section 4. Secretary. The Secretary may be a board member. 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 5. Assistant Secretary. The Assistant Secretary may be a board member and shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in the case of the resignation or, death of the Secretary, the Assistant Secretary shall perform the duties as are imposed on the Secretary until such time as the Agency shall appoint a new Secretary.

Section 6. Chief Financial Officer. The Chief Financial Officer shall not be a board member. The Chief Financial Officer 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, 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;
- (d) Supervise the preparation of all budgets, requests for funds and report required by all applicable statutes; and
- (e) Exercise such other powers and perform such other duties as the Authority may determine.

Section 7. 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 board officer or officer of the Authority. The following are each designated as an authorized officer for such purposes: The Chair, the Vice-Chair, the Executive Director, the Chief Financial Officer, 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 8. Contracts requiring Board Approval. All contracts requiring the expenditure of money or affecting contract rights or property shall be presented to the Members in writing and 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 approve all other contracts.

Section 9. Resignation, Removal and Vacancies. Resignation of an officer must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later. Any officer may be removed from his or her office or have his or her authority suspended by the Authority at any time with cause, in each case by the affirmative vote of the majority of the Members of the Authority. If any office 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.

Section 10. 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 V: Personnel

Section 1. 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 2. Professional Services. The Authority may, subject to the provisions of Article IV, Section 7 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.

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 Employers

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 intestate was such Member, officer or employee, shall be indemnified by the Authority in the performance of their duties for the defense of, or in connection with, civil or criminal actions or proceedings or appeals therein, in accordance with and to the fullest extent permitted by law, while acting within the scope of their authorization.

Section 2. Other Rights of Indemnification. The rights 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 may be a facsimile.

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 (5), 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 the proposed amendment.

Adopted _____, 2006

Chapter 468 of the Laws of 2004