

As amended July 25, 1983

As amended June 12, 1990

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, New York, 12866.

Section 4: Board of Directors.

The power of the Authority shall be exercised by a board consisting of seven 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 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 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 and also may be nominated from the floor at any meeting held for election of officers or to fill a vacant office.

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 matter 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 times a year (quarterly), on the second Tuesday of the month, March, June, September, December. 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 residences at least 72 hours prior to such meeting. At 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 the 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 roll call 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 or affecting contract rights or property, shall be presented to the Authority in writing.

**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:

A. Budget and Finance Committee. This committee shall have the responsibility in conjunction with the Director 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 Director of the City Center, for the preparation and review of the annual budget, and to review and audit bills, vouchers and financial statements.

B. Executive Committee. This committee shall consist of the officers of the Board (Chairperson, Vice-Chairperson and the Secretary). 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 the 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.

C. 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 vote. All such committees shall be automatically terminated at the end of each year of operation.

## ARTICLE VI.

### INDEMNIFICATION

The Board, 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, inter vivos 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 facilities.

**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 to the Board at least five 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, either 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 and adoption by the Board, the Secretary shall submit 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.

**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 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, New York.

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.