

Oneida County Sports Facility Authority By-Laws

Amended and Restated on June 2, 2023

1. Meetings. Meetings of the members of the Board of the Oneida County Sports Facility Authority ("Authority") may be called by the chairperson at any time on his or her own initiative or by the chairperson or vice-chairperson upon the request of three members to such officer made in writing. Notice of the meeting shall be emailed to each member at least three days previous to the meeting. Any matter which may be lawfully considered by the Board may be considered at any such meeting duly called, unless the notice of meeting specifies otherwise. Meetings of the Board and its committees shall be conducted pursuant to Robert's Rules of Order.

2. Proxies. Every member of the Board entitled to vote at any meeting thereof or at any meeting of a committee thereof may vote in proxy given to another member. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid one month from the date of its execution. The existence of a proxy shall not be deemed as a member's presence at a meeting for the purpose of constituting a quorum.

3. Order of Business. At all meetings of the Board, the order of business shall be as follows:

i. Reading of the minutes of the last meeting for

information and approval.

ii. Reports of officers.

iii. Other reports.

iv. Old business.

v. New business.

4. Duties of Officers.

i. Chairperson. The chairperson shall preside at meetings of the Board, shall communicate to the Board such matters and make such suggestions as may in his or her opinion tend to further the purposes of the Authority and shall perform such other duties as are necessarily incident to the office of chairperson.

ii. Vice-Chairperson. In the case of the death or absence of the chairperson, or of his or her inability from any cause to act, the vice-chairperson shall perform the duties of the chairperson's office.

iii. Secretary. It shall be the duty of the secretary to give notice of and attend all meetings of the Board and all committees and keep minutes thereof, to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed, and to keep the Authority's seal. In case of absence or disability of the secretary, the chairperson may appoint a secretary pro-tem.

iv. Treasurer. The treasurer shall keep an account of all moneys received and expended for the use of the Authority, and make a report at any meeting or when called upon by the chairperson. The funds and books in his or her hands shall at all times be under the supervision of the chairperson and subject to his or her inspection and control. The provisions of this subparagraph shall be applicable only to moneys paid to the treasurer, and shall not apply to any monies which were paid to the county commissioner of finance pursuant to Public Authorities Law Section 2052-h.

5. Standing Committees. There shall be a standing Audit Committee and a standing Governance committee, as follows:

i. Audit Committee. The Board shall appoint and constitute a standing audit committee of three (3) independent members, one (1) as chairperson of the committee, all of whom shall possess the necessary skills to understand the duties and functions of the audit committee and who shall be familiar with corporate financial and accounting practices. The committee members shall serve for terms of one (1) year, provided, however, that nothing herein shall preclude a member from serving multiple terms on such committee. The committee shall: (a) meet not less than once per year;

(b) recommend to the Board the hiring of a certified independent accounting firm, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes; (c) adopt and oversee the Authority's internal controls and compliance systems; and (d) review and ensure Authority compliance with sound accounting policies and principles.

ii. Governance Committee. The Board shall appoint and constitute a standing governance committee of three (3) independent members, one (1) as chairperson of the committee, all of whom shall possess the necessary skills to understand the duties and functions of the governance committee. The committee members shall serve for terms of one (1) year, provided, however, that nothing herein shall preclude a member from serving multiple terms on such committee. The committee shall:

- (a) meet not less than once per year;
- (b) keep the Board informed of current best governance practices;
- (c) review corporate governance trends;
- (d) recommend updates to the Authority's corporate governance principles;
- (e) advise appointing authorities on the skills and experiences required of potential Board

members; (f) examine ethical and conflict of interest issues; (g) perform Board self-evaluations; and (h) recommend by-laws or amendments to these by-laws which include rules and procedures for conduct of Board business.

6. Seal. The Board may adopt an appropriate corporate seal to be used by the Authority as may be required.

7. Amendments. These by-laws may be amended by the Board from time to time at any meeting duly called. These by-laws and any amendments thereto shall become effective upon the filing and publication thereof, as required by law.

8. Dissolution Provision. In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; or to the federal government, or to a state or local government for a public purpose; or to another organization to be used in such manner as the judgment of a Justice of the Supreme Court of the State of New York determines will best accomplish the general purposes for which this organization was formed.

9. Non-inurement Provision. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual

(except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

10. Restrictive legislation provision. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code), as amended, nor shall the organization participate in, or intervene (including the publication or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office.

11. Restrictive Purposes and Activities Provision. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt

from Federal income tax under section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

I, the Secretary of the Oneida County Sports Facility Authority, duly certify that the foregoing constitute the bylaws of the Authority, last revised on June 2, 2023.

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Brian Noonan