

## BYLAWS

### UPPER MOHAWK VALLEY MEMORIAL AUDITORIUM AUTHORITY

#### ARTICLE I

##### PREAMBLE

Title 10-B of Article 8 of the Public Authorities Law of the State of New York created a public corporation known as the Upper Mohawk Valley Memorial Auditorium Authority (the "Authority"). The governing body of the Authority is a board consisting of seven members.

#### ARTICLE II

##### OFFICERS

As provided by section 1942(2) of the Public Authorities Law, the officers of the Authority shall consist of a Chairman, Vice-Chairman, and Treasurer, who shall be members of the Authority, and a Secretary, who need not be a member of the Authority.

The Chairman shall preside at all meetings of the Authority and shall sign and execute all contracts in the name of the Authority and all notes, bonds or other indebtedness who so authorized by a resolution of the Board.

The Vice-Chairman may preside over meetings of the Authority as a result of the temporary absence of the Chairman.

#### ARTICLE III

##### MEETINGS

Regular meetings of the members of the Authority shall be held on the second tuesday of each and every month at 4:00 p.m. at the Auditorium, 400 Oriskany Street W., Utica, New York, or as otherwise determined by the Authority.

Special meeting may be held at any time or place within the service area of the Authority (as defined by section 1941(18) of the Public Authorities Law) on twenty-four (24) hours' notice to each member of the Authority, or within the State of New York on as seventy-two (72) hour notice to each member of the Authority. Such notice may be oral, telephonic, written or any other means reasonably calculated to provide notice to each member of the Authority, and shall state, in addition to the purposes, the date, place and hour of such meeting. Oral notice shall be immediately confirmed in writing.

All meetings of the Authority shall comply with the Public Officers Law of the State of New York.

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

The Chairman may request the resignation of a member who fails to attend any three regular meetings of the Authority in any calendar year and/or fails to attend two successive regular meetings, if in either case, such absences are not excused by the Chairman for good cause.

#### ARTICLE IV

##### COMMITTEES

The Chairman of the Authority may create one or more committees, which shall serve in an advisory capacity only, and no committee shall be delegated any powers of the Authority.

Meetings of any committee of the Authority may be held at such places and at such times as may be determined by either the Authority or such committee, and on such notice to the members of the committee as shall be required for meetings.

The chairman of the committee or, in the event that the office of the committee chairman is vacant or in the absence or disability of the committee chairman, such other member of the committee as is chosen by the committee shall preside at each meeting of the committee. The chairman of the committee shall appoint a member of the committee to act as secretary.

All committees shall keep minutes of their meetings, which shall be circulate to all members of the Authority.

#### ARTICLE V

##### DEFENSE AND INDEMNIFICATION

The Authority shall confer upon its employees (including its current and former members, officers and employees, their estates and their judicially appointed representatives) the benefits of Section 18 of the Public Officers Law providing for the defense and indemnification of employees of public entitles. The Authority shall be held liable for the costs incurred under the provisions of said law.

The benefits accorded to employees under this Article and Section 18 of Public Officers Law shall supplement, and be available in addition to, defense or indemnification protection conferred by other statues or otherwise.

ARTICLE VI

FISCAL YEAR

The Fiscal Year of the Authority shall commence on the first day of January and end of the 31st day of December of each calendar year.

ARTICLE VII

BYLAWS, RULES AND REGULATIONS

Bylaws 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 voting members of the Authority; provided that, the first meeting of the Authority at which an amendment to or repealing of the Bylaws is proposed, any member may unilaterally require that voting on the proposed amendment or repeal of the Bylaws be postponed until the next regular meeting of the Authority.

The Secretary of the Authority shall file the Bylaws and any amendments thereto, duly certified by such secretary, in the office of the Authority.

Except as may otherwise by law, the Bylaws of the Authority or any part thereof may be suspended at any meeting of the Authority, by majority vote of the members of the Authority.

The Authority shall have the power, from time to time, by majority vote of the members, to establish, add to, amend, modify or revoke rules and regulations governing the operations and affairs of the Authority, which shall have the same force and effect as though fully incorporated in and made a part of these Bylaws.