

BYLAWS  
OF  
GREATER ROCHESTER SPORTS AUTHORITY

ARTICLE 1  
THE AUTHORITY

Section 1. Name. The name of the Authority shall be “the Greater Rochester Sports Authority”.

Section 2. Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3. Office of the Authority. The office of the Authority shall be at Frontier Field 333 North Plymouth Avenue, in the City of Rochester, New York 14608 but the Authority may have other offices at such other places as the Authority may from time to time designate by resolution.

Section 4. Purpose of the Authority. The Authority is a body corporate and politic constituting a public benefit corporation and is charged with carrying out the powers and duties as set forth in Title 27-A of the Public Authorities Law as enacted by Chapter 545 of the Laws of 2000 of the State of New York.

ARTICLE II  
OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson, and Treasurer who shall be members of the Authority, and a Secretary who need not be a member of the Authority.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall execute all agreements, contracts, deeds, and any other instruments, certificates and documents of the Authority, and shall perform such other duties as may be assigned to him or her from time to time by the Authority.

Section 3. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and shall perform all such other duties as the Authority may designate.

Section 4. Treasurer. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. Except, as otherwise authorized by resolution of the Authority, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of

money; and shall pay out and disburse such monies under the direction of the Authority. Funds not immediately required by the Authority shall be invested in accordance with the Authority; investment policy and applicable law.

Section 5. Secretary. The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office. He/She shall keep in safe custody the seal of the Authority and have power to affix such seal to all contracts and other instruments authorized to be executed by the Authority.

Section 6. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions. The selection and compensation of all personnel shall be determined by the Authority subject to the laws of the State of New York.

### ARTICLE III MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority for the Election of Officers and the transaction of such other business as may properly come before it shall be held at the regular meeting place of the Authority at such time and date during the month of March in each year and shall be determined by resolution.

Section 2. Regular Meetings. Regular meetings of the Authority may be held at such times and places as from time to time may be determined by resolution of the Authority.

Section 3. Special Meetings. The Chairperson of the Authority may, when he/she deems it desirable, and shall, upon the written request of two (2) members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least two (2) calendar days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Authority are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Authority, a majority of the members of the Authority shall constitute a quorum from the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

ARTICLE IV  
MEMBERS OF THE AUTHORITY

Section 1. Members of the Authority.

- A. Power and Duties. The members of the Authority shall oversee the management of the affairs of the Authority. The members of the Authority shall establish, monitor and update from time to time such policies as they deem necessary or desirable and appropriate to promote honest and ethical conduct by the Authority's officers and employees and to maintain and enhance the public's confidence in the Authority. To that end, the members shall periodically review and update the Authority code of ethics and policies regarding conflicts of interest; policies regarding the procurement or disposition of real and personal property, or interest therein, by the Authority; and policies regarding the purchase of goods and services, including service contracts. All of such policies shall be consistent with the Act creating the Authority (Ch. 545 of the Laws of 2000), other applicable law or these Bylaws.
- B. Fiduciary Duty. The members shall perform each of their duties as board members, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the authority, its mission and the public.
- C. Acknowledgement. Each member shall execute an acknowledgment in the form prescribed by the Authorities Budget Office in which the board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph B of this section and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

Section 2. Audit Committee. The Authority shall appoint and constitute a standing audit committee comprised of not less than three independent members who shall constitute a majority of the committee and who shall possess the necessary skills to understand the duties and functions of the Audit Committee. The responsibilities of the Audit Committee shall include:

- A. Recommend to the Board the hiring of a certified independent accounting firm;
- B. Recommend to the Board the compensation to be paid to the accounting firm;
- C. Provide direct oversight of the performance of the independent audit perform by the accounting firm hired for such purposes.

Section 3. Governance Committee. The Authority shall appoint and constitute a standing governance committee comprised of not less than three independent members who shall constitute a majority on the committee and who shall possess the necessary skills to understand

the duties and function of the Governance Committee. The responsibilities of the governance committee shall include:

- A. Keeping the Board informed of current best governance practices;
- B. Review corporate governance trends;
- C. To recommend updates to the Authority's Corporate governance principals;
- D. To advise appointing authorities on the skills and experiences required of potential board members;
- E. To examine ethical and conflict of interest issues; to perform board self evaluations; and to recommend by-laws which include rules and procedures for conduct of board business.
- F. Performing board self-evaluation;
- G. Reviewing and recommending changes to authority's by-laws.

Section 4. Finance Committee. The Authority shall appoint and constitute a finance committee to be comprised of not less than three independent members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the committee. It shall be the responsibility of the members of the finance committee to:

- A. Reviewing proposals for the issuance of debt and making recommendations;
- B. Reviewing the annual budget and operating reports.

Section 5. Committees. The Chairperson may, from time to time, and at his or her option, appoint committees for general or specific purposes, each consisting of at least two members of the Authority. Such standing committees will be charged with duties and responsibilities described by the Chairperson and shall report to the Authority at its regular meetings.

#### ARTICLE IV AMENDMENTS

Section 1. Amendments to Bylaws. The Bylaws of the Authority shall be amended only with the approval of at least a majority of all of the members of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) calendar days written notice thereof has been previously given to all members of the Authority.

**Re-Adopted: April 20, 2010**  
**Amended: April 11, 2011**  
**Amended: March 16, 2012**  
**Re-Adopted: March 13, 2013**  
**Re-Adopted: March 12, 2014**