

BYLAWS
OF THE
MONROE COUNTY AIRPORT AUTHORITY

**ARTICLE I
THE AUTHORITY**

Section 1. Name. The name of the Authority shall be "The Monroe County Airport 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 Authority. The office of the Authority shall be at the Greater Rochester International Airport in the City of Rochester, New York, but the Authority may have other offices at such other places as the Authority may from time to time designate by resolution.

**ARTICLE II
OFFICERS**

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer. Any two or more offices, except the office of Chairperson and Secretary, may be held by the same person.

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. 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; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the County Executive shall appoint a new Chairperson.

Section 4. Secretary. The Secretary shall be the County Attorney of Monroe County. 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 shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Authority.

Section 5. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as a new Secretary shall have qualified for the position.

Section 6. Treasurer. The Treasurer shall be the Director of Finance of Monroe County, provided, however, that in the event the County Executive elects to act as the Director of Finance pursuant to the provisions of the Monroe County Charter, the First Deputy Director of Finance shall be the 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 moneys under the direction of the Authority. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Authority at each regular meeting an account of his/her transactions and also of the financial condition of the Authority.

Section 7. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in the case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Authority shall appoint a new Treasurer shall have qualified for the position.

Section 8. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be authorized by resolution of the Authority or be required by the Authority, by the by-laws of the Authority, or by the rules and regulations of the Authority.

Section 9. Appointment of Officers. The Chairperson of the Authority shall be appointed by the County Executive of Monroe County and shall serve at the pleasure of the County Executive. As hereinbefore provided, the Treasurer and the Secretary of the Authority shall be, respectively, the Director of Finance (or the First Deputy Director of Finance) and the County Attorney of Monroe County as appointed by the County Executive. The Vice-Chairperson, the Assistant Secretary and the Assistant Treasurer of the Authority shall be appointed at the first meeting of the Authority and shall hold office until the annual meeting of the Authority next succeeding their appointment. Thereafter,

the Vice-Chairperson, the Assistant Secretary and the Assistant Treasurer shall be appointed at the annual meeting of the Authority from among the members of the Authority, and shall hold office for one (1) year or until the successors are appointed.

Section 10. Vacancies. Should the office of Vice-Chairperson, Assistant Secretary or Assistant Treasurer become vacant the Authority shall appoint a successor from among its membership at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 11. Administrative Director. An Administrative Director may be appointed by the Authority, and shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Authority. He/She shall be charged with the management of all projects of the Authority.

Section 12. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Monroe County Airport Authority Act, Chapter 663 of the Laws of 1989 of the State of New York as the same may be amended from time to time, and all other laws of the State of New York applicable thereto. 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

Members of the Authority

Section 1. Term of Office. The term of office for members of the Authority shall be as fixed by Section 2753 of the Public Authorities Law (enacted into law as Chapter 663 of the Laws of 1989, hereinafter "Act"), and they shall have the duties and powers as set forth therein.

Section 2. Members of the Authority: Power and Duties. The members of the Authority shall oversee the management of the affairs of the Authority by its Administrative Director and other employed officers. 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:

- A. understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;

- B. as necessary establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the chief executive officer and senior management;
- C. adopt a code of ethics applicable to each officer, director and employee that, at a minimum includes the standards established in section seventy-four of the Public Officers Law;
- D. establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board Member of the Authority, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services and;
- E. adopt a defense and indemnification policy and disclose such plan to any and all prospective board members;

All of such policies shall be consistent with the Act, other applicable law and these Bylaws.

Section 3. Audit Committee. The Authority shall appoint and constitute a standing Audit Committee comprised of at least three (3) independent members. The responsibilities of the audit committee shall include:

- A. recommending to the Board the hiring of a certified independent accounting firm for such Authority, 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. Unless otherwise approved by the members, such outside auditors shall not provide non-audit services to the Authority;
- B. reviewing and approving the Authority's financial statements;
- C. overseeing the Authority's internal controls and compliance systems
- D. resolving disagreements with respect to, and overseeing compliance with, accounting policies and principles;
- E. reviewing management reports on internal controls and attestation of such reports by the Authority's outside auditors; and

- F. investigating compliance with the Authority's policies and/or referring instances of non-compliance to the appropriate officials for investigation.

Section 4. Governance Committee. The Authority shall appoint and constitute a standing Governance Committee comprised of at least three independent members. The responsibilities of the Governance Committee shall include:

- A. keep the Board informed of current best governance practices;
- B. review corporate governance trends;
- C. update the Authority's corporate governance principals;
- D. advise appointing authorities on the skills and experiences required of potential board members;

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on a date to be determined in March of each year at the regular meeting place of the Authority.

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.

Section 5. Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting
3. Bills and Communications
4. Report of Treasurer
5. Reports of Committees
6. Unfinished Business
7. New Business
8. Adjournment

All resolutions shall be in writing and shall be copied in or attached to a journal of the proceedings of the Authority.

Section 6. Manner of Voting. The voting on all questions coming before the Authority shall be by roll call, and the yeas and nays shall be entered on the minutes of each meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE V 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.

Adopted: August 23, 1989.