

ORGANIZATIONAL BY-LAWS
of
SYRACUSE REGIONAL AIRPORT AUTHORITY

ARTICLE I THE AUTHORITY

Section 1.1 Name.

The name of the Authority shall be the Syracuse Regional Airport Authority.

Section 1.2 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 1.3 Office of the Authority.

The office of the Authority shall be located at the Syracuse Hancock International Airport, but the Authority may have other offices at such other places as the Authority may from time to time designate by resolution.

ARTICLE II PURPOSES AND POWERS

Section 2.1 Purposes.

The purposes of the Authority shall be those enumerated in Title 34 of Article 8 of New York Public Authorities Law, as amended, hereinafter referred to as the "Enabling Act". The Authority shall do all things necessary or convenient to carry out its purposes.

Section 2.2 Powers.

The general and special powers of the Authority shall be those enumerated in the Enabling Act. The Authority shall exercise the powers expressly given the Authority in the Enabling Act.

ARTICLE III MEMBERS OF THE AUTHORITY

Section 3.1 Members.

The Authority shall consist of eleven (11) members, all of whom are appointed as follows: seven (7) members appointed by the Mayor of the City of Syracuse; one (1) member appointed by the County Executive of Onondaga County; one (1) member appointed by the Town Board of the Town of DeWitt; one (1) member appointed by the Board of Education of the East Syracuse Minoa Central School District; and one (1) member appointed on a rotating basis by the Town Board of the Town of Cicero, the Town Board of the Town of Salina, the Town Board of the Town of Clay and the Board of Education of the North Syracuse Central School District.

Section 3.2 Term of Office.

The term of office for members of the Authority shall be as fixed by Section 2799-ddd of New York Public Authorities Law, as amended.

Section 3.3 Powers and Duties.

The members of the Authority shall have the powers and duties as set forth in the Enabling Act and the New York Public Authorities Law, as amended. These powers and duties include overseeing 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 and to maintain and enhance the public's confidence in the Authority.

As part of their powers and duties, the members shall:

1. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
2. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the employees of the Authority, as necessary;
3. Comply with and implement the City of Syracuse code of ethics that is applicable to the members of the Authority per the Enabling Act;
4. 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 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;
5. Adopt a defense and indemnification policy and disclose such plan to any and all members and prospective members;
6. Perform each of their duties as members, including but not limited to those imposed by this Section, 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; and
7. Execute an acknowledgement, in the form prescribed by the Authorities Budget Office, in which the member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph 6 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.

All such policies shall be consistent with the Enabling Act, other applicable laws and these By-Laws.

Section 3.4 Compensation.

Each member shall serve without compensation, but each shall be entitled to reimbursement of actual and necessary expenses incurred in connection with carrying out the purposes of the Authority.

Section 3.5 Compliance with State Law.

The majority of the membership of the Authority shall consist of independent members as required by Section 2825(2) of New York Public Authorities Law, as amended. An independent member of the Authority is a member who: (a) is not, and in the past two years has not been, employed by the Authority or an affiliate in an executive capacity; (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Authority or received any other form of financial assistance valued at more than fifteen thousand dollars from the Authority; (c) is not a relative of an executive officer or employee in an executive position of the Authority or an affiliate; and (d) is not, and in the past two years has not been, a lobbyist registered under a State or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Authority or an affiliate.

ARTICLE IV OFFICERS, PERSONNEL AND PROFESSIONAL SERVICES

Section 4.1 Officers.

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

Section 4.2 Authorized Officer.

The Chair, Vice-Chair, Treasurer or other members of the Authority or agents or employees of the Authority may be delegated authority to perform specific acts or duties by a duly adopted resolution of the Authority.

Section 4.3 Chair.

Pursuant to the Enabling Act, the Chair shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Authority and meetings of any executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Authority Committees, and with respect to all actions of the Authority, the Chair shall be polled last in the roll call of the Authority.

Section 4.4 Vice-Chair.

By a majority vote cast by ballot, the members of the Authority shall elect a Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in the event of the resignation, end of appointment or death of the Chair, the Vice-Chair shall perform the duties of the Chair until such time as the Mayor of the City of Syracuse shall designate a new Chair.

Section 4.5 Treasurer.

By a majority vote cast by ballot, the members of the Authority shall elect a Treasurer. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit same, in the name of the Authority, in such bank or banks as the Authority may select pursuant to Article 7 Section 7.2 of these By-Laws. 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 reimburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such instruments of indebtedness, orders, and checks shall be countersigned by the Chair.

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 the Treasurer's transactions and also of the financial condition of the Authority. The Treasurer shall direct the preparation of and submit annual audits and reports as provided by Article 8, Title 34, Section 2799-vvv and Article 9 of the New York Public Authorities Law, as amended. The Treasurer shall give such bond for the faithful performance of his/her duties as the Authority may determine; provisions for such bond shall be paid for by the Authority.

The Treasurer shall be the Chair of the Finance Committee.

Section 4.6 Secretary.

By resolution, the members of the Authority shall designate a Secretary. The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and maintain a record of all Authority proceedings in a journal of proceedings kept for such a purpose, and shall perform all duties incident to his or her office, including preparation of all reports other than financial reports required by law or agreement to be regularly given. He or she shall have custody of the Seal of the Authority and shall have the power to affix such Seal to all contracts and other instruments authorized to be executed by the Authority.

Section 4.7 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 By-Laws of the Authority.

Section 4.8 Personnel; Professional Services.

With the consent of the Mayor of the City of Syracuse, the Authority may utilize the services of employees of the City of Syracuse Department of Aviation as well as the services of the Corporation Counsel of the City of Syracuse and/or one or more of the Assistant Corporation Counsels of the City of Syracuse as the Authority deems necessary to exercise its powers, duties and functions. The Authority also may from time-to-time employ such personnel and/or retain or employ counsel, auditors, engineers and private consultants as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 34 of the New York Public Authorities Law, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, counsel, auditors, engineers and private consultants shall be determined by the Authority subject to the laws of the State of New York.

ARTICLE V MEETINGS

Section 5.1 Annual Meeting.

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

Section 5.2 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 5.3 Special Meetings.

When the Authority Chair deems it desirable, he or she may call a special meeting of the Authority. Upon the written request of two members of the Authority, the Chair shall call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each member of the Authority personally or by facsimile or by email to the business or home address of each member of the Authority at least two (2) days prior to the date of such special meeting. 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 5.4 Notice.

Notice of the time and place of each regular meeting of the Authority shall be given to each member by mail at least five (5) calendar days before such meeting or personally or by facsimile or email at least twenty-four (24) hours before such meeting. Except as otherwise provided in Article VIII relating to the amendment of these By-Laws and in Article V, Section 5.3 relating to special meetings, such notice need not specify the matters to be considered at the meeting. Notices by mail shall be deemed to have been given when mailed to each member at his or her address appearing on records of the Authority, notices by email shall be deemed to have been

given when transmitted to the email address appearing on the records of the Authority and notices by facsimile shall be deemed to have been given when transmitted to the business or residence facsimile number appearing on the records of the Authority.

Section 5.5 Waiver of Notice.

Notice of any meeting of the Authority need not be given to a member if waived in writing by him or her either before or after such meeting. No notice need be given of any meeting if all the members then in office shall be present thereat. Notice of an adjourned meeting need not be given to anyone present at the time of adjournment.

Section 5.6 Quorum.

At all meetings of the Authority, a majority of the members of the Authority gathered together in the presence of each other or through the use of videoconferencing shall constitute a quorum for the purpose of transacting any business or the exercise of any power or function of the Authority. No action shall be taken by Authority except pursuant to a favorable vote of at least six (6) members of the Authority. Only members gathered together in the presence of each other or through the use of videoconferencing can vote. When there is an absence of a quorum, the members of the Authority gathered together in the presence of each other or through the use of videoconferencing may meet and adjourn to some other time or until a quorum is obtained.

Section 5.7 Attendance by Telephone.

Members of the Authority may attend meetings of the Authority via telephone, cellphone or telephone conferencing equipment. However, members attending a meeting via such means shall not be counted toward quorum and shall not vote.

Section 5.8 Order of Business.

At 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. Reports of Officers
4. Department of Aviation Reports
5. Committee Reports and Resolutions
6. Unfinished Business
7. New Business
8. Program/Presentation
9. Adjournment

The foregoing Order of Business may be changed or modified at any regular meeting, by a resolution of the members made immediately following the roll call, or prior to such meeting by service upon each member of a written agenda with the notice of meeting provided in Section 5.4 of this Article.

Section 5.9 Manner of Voting.

The voting on all questions coming before the Authority shall be by roll call, and the yeas, nays and abstentions shall be entered on the Minutes of such meeting, except in the case of appointments or elections when the vote shall be by ballot.

Section 5.10 Rules of Procedure.

All meetings of the Authority shall be conducted in accordance with Roberts Rules of Order, current edition.

ARTICLE VI GENERAL

Section 6.1 Resolutions.

The Authority shall act by Resolution. The Authority may from time-to-time consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. All resolutions shall be in writing, distributed or read to the members of the Authority present at the meeting where such resolution is considered. All passed resolutions shall be copied in, or attached to, a journal of the proceedings of the Authority.

Section 6.2 Fiscal Year.

The Authority may, from time-to-time, establish and reestablish its fiscal year.

Section 6.3 Committees.

The Authority may form, from time-to-time, such standing or special committees from its membership as it deems desirable to advise the Authority on any matter incident to the function of the Authority. The Authority shall adopt a charter for each of its standing committees, with the charter directing the duties, responsibilities and operations of each standing committee. Subject to the requirements of New York Public Authorities Law, as amended, the Authority shall appoint the members of standing or special committees of the Authority. The Chair of the Authority shall designate the Chair of said standing or special committees. With the consent of the Mayor of the City of Syracuse, the standing or special committees of the Authority may utilize the services of employees of the City of Syracuse Department of Aviation as well as the services of the Corporation Counsel of the City of Syracuse and/or one or more of the Assistant Corporation Counsels of the City of Syracuse as the standing or special committees of the Authority deems necessary to exercise their powers, duties and functions.

The Authority has formed the following Standing Committees with the qualifications of its members and each Standing Committee's purpose as set forth below:

Section 6.3.1 Audit Committee.

The Authority shall appoint and constitute an Audit Committee comprised of not less than (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee, which include being familiar with corporate financial and accounting practices. The purpose of the Audit Committee shall be to (1) assure that the Authority fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the Authority; and (3) any other tasks assigned to it by the Audit Committee Charter or Section 2824(4) of New York Public Authorities Law, as amended.

Section 6.3.2 Governance Committee.

The Authority shall appoint and constitute a Governance Committee comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the governance committee. The purpose of the Governance Committee shall be to assist the Authority by (1) keeping the Authority informed of current best practices in corporate governance; (2) reviewing corporate governance trends for their applicability to the Authority; (3) updating the Authority's corporate governance principles and governance practices; (4) advising those responsible for appointing members to the Authority on the skills, qualities and professional or educational experiences necessary to be effective Authority members; and (5) any other tasks assigned to it by the Governance Committee Charter or Section 2824(7) of New York Public Authorities Law, as amended.

Section 6.3.3 Finance Committee.

The Authority shall appoint and constitute a Finance Committee to be comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. The purpose of the Finance Committee is (1) to oversee the Authority's debt and debt practices, (2) to recommend policies concerning the Authority's issuance and management of debt and (3) to handle any other tasks assigned to it by the Finance Committee Charter or Section 2824(8) of New York Public Authorities Law, as amended.

The Authority may amend its list of Standing Committees, revise their responsibilities or form such other Standing Committees from its membership as it deems desirable. The Standing Committees advise the Authority on any matter incident to the function of the Authority, prepare applicable topics and develop proposed resolutions within their general responsibilities for

Authority consideration. The Authority may also form Special (Ad Hoc) Committees, as the need arises, to carry out a specified task, at the completion of which, such Special Committee shall issue a final report and cease to exist. Non-members may be appointed to such Special Committees but only by Authority consent. The Chair of such Special Committee shall be a Authority member but the Special Committee may include non-members.

Section 6.4 Open Meetings Law.

Meetings of the Authority are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.

Section 6.5 Designated Official Newspaper.

The Authority may designate a newspaper of general circulation in the Onondaga County area as its official newspaper, for the publication of legal notices, requests for proposals or bids, or other official Authority advertisements or publication.

ARTICLE VII MISCELLANEOUS

Section 7.1 Indemnification.

The Authority shall, to the fullest extent permitted by Section 18 of New York Public Officers Law, as amended, and, subject to the provisions thereof, indemnify any person made, or threatened to be made, a party to any action or proceeding, other than a criminal action, by reason of the fact that such person, his or her testator or intestate, was a member or an officer or employee of the Authority or served at the request of the Authority, as a member or an officer or employee of the Authority, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein).

Section 7.2 Designated Depositories.

The Authority shall designate the depositories of its monies, credits and funds either within or without the state. The Authority may require any bank or trust company so designated, in which Authority funds are on deposit or are to be deposited, to deliver to the Authority a surety bond payable to the Authority, executed by a surety company authorized and licensed to transact business in the State of New York and assuring the Authority the payment of such deposits and the agreed interest thereon; or in lieu of a depository bond may require any bank or trust company to deposit with the Authority the bonds or certificates of the United States, the State of New York, any county, town, city, village or school district as surety for such bonds so deposited, but such bond or certificates shall be deposited in such place and held under such conditions as the Authority may determine.

Section 7.3 Prohibition on Loans.

In accordance with Section 2824 of New York Public Authorities Law, as amended, the Authority shall not, directly, or indirectly, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Authority.

ARTICLE VIII AMENDMENTS

Section 8.1 Amendments to By-Laws.

The By-Laws of the Authority shall be amended only with the approval of a majority of the members of the Authority at a regular or special meeting. No amendment to the By-Laws shall be adopted unless written notice thereof, including the proposed change, has been received by all members of the Authority at least seven (7) days in advance of such meeting.