

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 (the "Authority") and the Authority shall mean the corporation created by the Enabling Act as defined in Section 2.1 below.

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 be governed by a board 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. Hereinafter, the members, acting collectively, are referred to for purposes of these By-Laws as the Board or Authority Board.

Section 3.2 Term of Office.

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

Section 3.3 Powers and Duties.

The Board 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 Board 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 its powers and duties, the Board 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 Board and 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; 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 of the Board individually, and collectively, 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 each Board 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 of the Board 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 Board shall consist of independent members as required by Section 2825(2) of New York Public Authorities Law, as amended. An independent member of the Board 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 Board shall be a Chair, a Vice-Chair, and a Treasurer who shall be members of the Board, and a Secretary who need not be a Board member.

Section 4.2 Authorized Officer.

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

Section 4.3 Chair.

Pursuant to the Enabling Act, the Chair of the Board shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Board 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 Board Committees, and with respect to all actions of the Board, the Chair shall be polled last in the roll call of the Board.

Section 4.4 Vice-Chair.

By a majority vote cast by ballot, the Board 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 Board 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 Board, 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 Board. Except as otherwise authorized by resolution of the Board, 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 Board 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 Board may determine; provisions for such bond shall be paid for by the Board.

The Treasurer shall be the Chair of the Finance Committee.

Section 4.6 Secretary.

By resolution, the Board shall designate a Secretary. The Secretary shall keep the records of the Board, shall act as secretary of the meetings of the Board and maintain a record of all Board 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 Board.

Section 4.7 Executive Director and other Officers of the Authority.

Pursuant to Section 2799-ggg (12), the Board hereby creates the positions of Executive Director, Chief Fiscal Officer/Treasurer and General Counsel of the Authority. The Executive Director shall be the Chief Executive Officer of the Authority and shall be an employee of the Authority. The Executive Director reports to the Board, and is responsible for the Authority's consistent achievement of its mission and financial, operations and administrative objectives. The duties of the Executive Director will include, but not be limited to:

1. Responsibility for all aspects of the Airport administration, finance, management, marketing, economic development, air service development and facilities improvements;
2. Making hiring and termination decisions for all employees of the Authority, including the General Counsel, Chief Fiscal Officer/Treasurer and other subordinate staff and exercise general supervision and direction for all employees. For senior management positions such as General Counsel and Chief Fiscal Officer/Treasurer, the Executive Director shall seek and obtain the advice and consent of the Board;
3. Representing the Authority to the public, the airlines, and other members of the community and government agencies;
4. Carrying out the policies and objectives of the Board;
5. Furnishing financial and other reports to the Authority, including the financial needs and conditions of the Airport;
6. Formulating and recommending policy for consideration by the Board and overseeing implementation of same;
7. Directing oversight and implementation of all Airport facilities development programs in accordance with the Airport Master Plan and capital budgets, including all capital budgets, all capital project design, financing, and awarding of contracts;
8. Engaging in the promotion of economic development initiatives for the Airport and community economic development which include the growth in the overall number of jobs at the Airport improving the Airport's revenue stream, the continuation of construction projects and airport development and attracting business and airlines to the Airport.

The Chief Fiscal Officer/Treasurer ("CFO/T") shall be an officer of the Authority and is responsible for directing and overseeing the financial operations of the Syracuse Regional Airport Authority. Acts as the custodian of the Authority's assets, funds and securities. The CFO/T's responsibilities include but are not limited to: finance and accounting, investments, internal audits, debt management, capital improvement funding, insurance, employee benefits, payroll, purchasing and procurement. The CFO/T shall sign all instruments of indebtedness, all orders, and all checks for the payment of money. The work of the CFO/T is completed at the

executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment.

The General Counsel shall be an officer of the Authority and is responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and on a day to day basis, to counsel the Executive Director on various legal matters as required. General Counsel of the Authority shall be the chief legal officer of the Authority responsible for the handling and supervision of all legal issues and matters encountered by the Authority and the Members of its Board. The work of the General Counsel is completed at the executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment.

Section 4.8 Additional Duties.

The officers of the Board and the Executive Director and other officers of the Authority shall perform such other duties and functions as may from time-to time be authorized by resolution of the Board or be required by the By-Laws of the Authority.

Section 4.9 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 Board or 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 Board's policies and the laws of the State of New York.

ARTICLE V MEETINGS

Section 5.1 Annual Meeting.

The Annual Meeting of the Authority Board shall be held on a date to be determined in September of each year at a place determined by the Board.

Section 5.2 Regular Meetings.

Regular meetings of the Board may be held at such times and places as from time-to-time may be determined by the Board.

Section 5.3 Special Meetings.

When the Chair deems it desirable, he or she may call a special meeting of the Board. Upon the written request of two members of the Board, the Chair shall call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Board member personally or by facsimile or by email to the business or home address of each member of the Board 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 Board 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 Board shall be given to each member by mail at least five (5) calendar days before such meeting or personally or by facsimile or email. 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 Board 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 Board.

Section 5.5 Waiver of Notice.

Notice of any meeting of the Board 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 member who is in attendance of a meeting. 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 Board, a majority of the members gathered together in the presence of each other or through the use of videoconferencing pursuant to New York State law, shall constitute a quorum for the purpose of transacting any business or the exercise of any power or function of the Board. No action shall be taken by the Board except pursuant to a favorable vote of at least six (6) members of the Board. 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 Board 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 Board may attend meetings of the Board 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 Board, 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. Report of the Executive Director
5. Report of the Chief Fiscal Officer/Treasurer
6. Department of Aviation Reports
7. Committee Reports and Resolutions
8. Unfinished Business
9. New Business
10. Program/Presentation
11. 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 Board 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 Board shall be conducted in accordance with Robert's Rules of Order, current edition, as modified by custom and practice of the Board.

ARTICLE VI GENERAL

Section 6.1 Resolutions.

The Board shall act by Resolution. The Board 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. To the extent practicable, resolutions shall be in writing, distributed or read to the members of the Board 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 Board.

Section 6.2 Fiscal Year.

The Board may, from time-to-time, establish and reestablish the Authority's fiscal year.

Section 6.3 Committees.

The Board may form, from time-to-time, such standing or special committees from its members as it deems desirable to advise the Board on any matter incident to the function of the Board.

The Board 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 Board shall appoint its members to standing or special committees of the Board. The Chair of the Board 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 Board 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 Board deem necessary to exercise their powers, duties and functions.

The Board 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 Board 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 Board 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 of the Authority, the independent auditors, the internal auditors, and the Board; 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 Board 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 Board by (1) keeping the Board informed of current best practices in corporate governance; (2) reviewing corporate governance trends for their applicability to the Board and/or Authority; (3) updating the Board and/or the Authority's corporate governance principles and governance practices; (4) advising those responsible for appointing members to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board 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 Board 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.

Section 6.3.4 Human Resources Committee.

The Board shall appoint and constitute a Human Resources Committee comprised of not less than three (3) members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Human Resources Committee. The purpose of the Human Resources Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in human resources and labor management; (2) reviewing human resources and labor management trends for their applicability to the Authority; (3) updating the Authority's human resources and labor management principles and practices; (4) overseeing all employment and personnel-related matters for the Authority; and (5) any other tasks assigned to it by the Human Resources Committee Charter.

The Board 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 Board on any matter incident to the function of the Authority, prepare applicable topics and develop proposed resolutions within their general responsibilities for Board consideration. The Board 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 Board consent. The Chair of such Special Committee shall be a Board member but the Special Committee may include non-members.

Section 6.4 Open Meetings Law.

Meetings of the Board 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 Board 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 Board or Authority advertisements or publications.

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, agent or employee of the Authority or the Board or served at the request of the Authority or the Board, as a member or an officer, agent or employee of the Authority or the Board, 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 Board shall designate the depositories of the Authority's monies, credits and funds either within or without the state. The Board 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 Board 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 in writing with the approval of at least eight (8) Board members. No amendment to the By-Laws shall be adopted at the same meeting at which the amendment is introduced to the Board and written notice of any amendment must be received by all members of the Board at least seven (7) days in advance of the meeting at which it will be introduced.

Adopted by Resolution No. 1 of 2011, September 9, 2011
Amended by Resolution No. 4 of 2012, January 13, 2012
Amended by Resolution No. 25 of 2012, September 14, 2012
Amended by Resolution No. 6 of 2013, May 10, 2013
Amended by Resolution No. 31 of 2013, September 13, 2013
Amended by Resolution No. 14 of 2014, April 11, 2014