

Dated: July 12, 2006

**BY-LAWS OF
THE JOINT SCHOOLS CONSTRUCTION BOARD**

Article I

THE JSCB

Section 1. Name

The name of the Joint Schools Construction Board shall be the "Joint Schools Construction Board", and it shall be referred to in these by-laws as the "JSCB". The JSCB shall operate as the agent of the City of Syracuse (the "City") and the Syracuse City School District (the "SCSD") as authorized by New York State pursuant to legislation entitled "the City of Syracuse and the Board of Education of the City School District of the City of Syracuse cooperative school reconstruction act".

Section 2. Seal

The seal of the JSCB shall be in such form as may be determined by the Members of the JSCB.

Section 3. Office

The principal office of the JSCB shall be located in Room 203, City Hall, 233 East Washington Street, City of Syracuse, New York, County of Onondaga, and State of New York. The JSCB may have such other offices at such other places as the Members of the JSCB may, from time to time, designate by resolution.

Article II

MEMBERS

Section 1. Members

(a) There shall be eleven (11) Members of the JSCB.

All references in these by-laws to Members shall be references to Members of the JSCB. The persons designated in the April 1, 2004 City/School District joint schools construction board agreement (hereinafter referred to as the "JSCB Agreement"), as filed in the office of the City Clerk, as Members of the JSCB and their successors in office and such other persons as may, from time to time, be appointed as Members of the JSCB in accordance with the JSCB Agreement, or by special act of the Legislature, shall constitute all the Members.

(b) Members shall hold office in accordance with the terms of the JSCB Agreement.

(c) Members may resign at any time by giving written notice to the Chairman of the JSCB. Unless otherwise specified in the notice the resignation shall take effect upon receipt of the notice by the Chairman. Acceptance of the resignation shall not be necessary to make it effective.

Section 2. Meeting of the Members

(a) Meetings of the JSCB shall be held on such date or dates as shall be fixed, from time to time, by the Chairman of the JSCB.

(b) Regular meetings of the JSCB may be held at such time and place as, from time to time, may be determined by the Chairman.

(c) Upon the written request of the Chairman, the Chairman of the JSCB shall call a special meeting of the Members. Special meetings may be held on such date or dates as may be fixed in the call for such special meetings. The call for a special meeting may be personally delivered to each Member of the JSCB, may be sent electronically if a Member has a designated email address, or may be mailed to the business or home address of such Member. A waiver of notice may be signed by any Member failing to receive a proper notice.

Section 3. Procedure at Meetings of Members

(a) The Chairman shall preside over the meetings of the JSCB. In the absence of the Chairman, any Member directed by the Chairman to be temporary Chairman may preside or if the Chairman is unable to appoint said temporary Chairman, the temporary Chairman shall be appointed by a majority of the Members.

(b) At all meetings of Members, a majority of the Members of the JSCB shall constitute a quorum for the purpose of transacting business. If less than a quorum is present for any meeting, the Members then present may adjourn the meeting to such other time or until a quorum is present. Except to the extent provided for by law, all actions shall be by a majority of the votes cast, provided that the majority of the votes cast shall be at least equal to a quorum.

(c) When determined by the JSCB that a matter pending before it is confidential in nature, it may, upon motion, establish an executive session and exclude any non-member from such session.

(d) Order of business

At all meetings of the JSCB, the following shall be the order of business:

- (1) Roll Call;
- (2) Proof of Notice of Meeting;
- (3) Reading and approval of the minutes of the previous meeting;
- (4) Bills and communications;
- (5) Report of the Treasurer;
- (6) Reports of Committees;
- (7) Unfinished business;
- (8) New business;
- (9) Adjournment.

The order of business may be altered or suspended at any meeting by the Members of the JSCB.

(e) Resolutions shall be made by motion and shall be in writing if requested by the Chairman or a majority of the Members and shall be recorded in the Meeting Minutes of the proceedings of the JSCB, as kept by the JSCB's Secretary.

Article III

OFFICERS AND PERSONNEL

Section 1. Officers

The officers of the JSCB shall be the Chairman, Secretary, Treasurer, and such other offices as may be prescribed, from time to time, by the JSCB. The JSCB Secretary, who does not need to be a Member to serve, shall be appointed by the JSCB to serve at the JSCB's pleasure.

Section 2. Chairman

The Chairman shall be chief executive officer of the JSCB, and shall serve as an ex officio member of all duly constituted committees, shall supervise the general management and the affairs of the JSCB, and shall carry out the orders and resolutions of the JSCB. Except as otherwise authorized by resolution of the JSCB, the Chairman shall execute (manually and by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidence of indebtedness and any other instruments

of the JSCB on behalf of the JSCB.

Section 3. Secretary

The Secretary shall keep the minutes of the JSCB, shall have the custody of the seal of the JSCB and shall affix and attest the same to documents when duly authorized by the JSCB, shall attest to the giving or serving of all notices of the JSCB, shall have charge of such books and papers as the Members of the JSCB may order, shall attest to such correspondence as may be assigned, and shall perform all the duties incidental to the office.

Section 4. Treasurer

The Treasurer, who shall not need to be a Member to serve, shall have the care and custody of all the funds and securities of the JSCB, shall deposit such funds in the name of the JSCB, in such bank or trust company as the Members of the JSCB may elect, shall sign such instruments as may require the Treasurer's signature, but only with the approval of the Chairman, shall at all reasonable times exhibit the books and accounts of the JSCB to the City, Syracuse City School District "SCSD") or any Member of the JSCB, and at the end of each fiscal year shall present an annual report setting forth in full the financial condition of the JSCB.

Section 5. Additional Personnel

The JSCB may appoint an Administrative or Executive Director to supervise the administration of the business and affairs of the JSCB, subject to the direction of the JSCB. The JSCB may, from time to time, employ such other personnel as it deems necessary to execute its powers, duties and functions as prescribed by its enabling legislation "the City of Syracuse and Board of Education of the City School District of the City of Syracuse cooperative school reconstruction act", as amended, and all other laws of the State of New York applicable thereto.

Section 6. Compensation of Chairman or Co-Chairmen, Members, Officers, and Other Personnel

The Chairman, Members, Officers, and support staff of the JSCB shall receive no compensation for their services but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of their duties. The compensation of other personnel, including the Administrative Director, shall be determined by the Members of the JSCB.

Article IV

AMENDMENTS

Section 1. Amendments to By-Laws

These by-laws may be amended or revised, from time to time, by a two-third (2/3) vote of the JSCB, but no such amendment or revision shall be adopted unless written notice of the proposed action shall have been given by regular or electronic mail to each Member and the Chairman at least five (5) days prior to the date of the meeting at which it is proposed that such action be taken.

Article V

MISCELLANEOUS

Section 1. Sureties and Bonds

In case the JSCB shall so require, any officer, employee or agent of the JSCB shall execute to the JSCB a bond in such sum and with such surety or sureties as the JSCB may direct, conditioned upon the faithful performance of his or her duties to the JSCB and including responsibility for negligence and for the accounting for all property, funds or securities of the JSCB which may come into the hands of the officer, employee or agent.

Section 2. Indemnification

(a) To the extent permitted by law, the JSCB shall indemnify and defend any Member, officer or employee of the JSCB,

the City or the SCSD, made a party to a claim, suit, action, or any other litigation or proceeding arising from the conduct of their official duties as a Member or conducting JSCB official business as support staff as authorized by the aforementioned JSCB agreement.

(b) The foregoing rights of indemnification shall not be exclusive of other rights to which any Member, officer, employee of the JSCB, City or SCSD may be entitled.

(c) The JSCB may procure or cause to be procured any insurance as it deems necessary for Members, officers and employees as authorized by law.

Section 3. Fiscal Year

The fiscal year of the JSCB shall be the same as the City and SCSD's fiscal year (July 1 through June 30).

Section 4. Powers of the JSCB

The JSCB shall have all the powers set forth in its New York State enabling act cited as "the City of Syracuse and the Board of Education of the City School District of the City of Syracuse cooperative school reconstruction act" as amended, the JSCB Agreement, and to the extent permitted by law, shall have the power to do all things necessary or convenient to carry out its purposes and exercise the powers authorized herein.