

SCHENECTADY COUNTY TOURISM AND CONVENTION BUREAU, INC.

Schenectady County Legislature Chambers
620 State Street, 6th Floor
Schenectady, NY 12305

April 11, 2023
7:00pm

MEMBERSHIP MEETING AGENDA

1. Call to Order
2. Roll Call
3. Resolutions
 - a. Resolution 23-01 - A Resolution Amending The Bylaws Regarding The Terms And Qualifications Of Directors
 - b. Resolution 23-02 - A Resolution Appointing Corporate Directors
4. Adjourn

**SCHENECTADY COUNTY TOURISM AND CONVENTION BUREAU,
INC.**

RESOLUTION 23-1

**A Resolution Amending The Bylaws Regarding
The Terms And Qualifications Of Directors**

WHEREAS, pursuant to Paragraph 5.04 (2)(C)(ix) of the Bylaws, at least one Director shall be an Officer or Designee of a catering company; and

WHEREAS, pursuant to Paragraph 5.04 (2)(C)(x) of the Bylaws, at least one Director shall be an Officer or Designee of a restaurant; and

WHEREAS, it has become apparent that the Schenectady County Tourism and Convention Bureau would benefit from having Directors representing the non-hotel hospitality industry; and

WHEREAS, pursuant to Paragraph 5.01 of the Bylaws, the Schenectady County Tourism and Convention Bureau shall have a Board of Directors consisting of 20 members; and

NOW, THEREFORE, BE IT RESOLVED, that Paragraph 2 (C)(ix) of the Bylaws be, and hereby are, amended to state: “At least two (2) Directors shall be an officer, or designee of a restaurant, catering company, event venue, or other non-hotel hospitality company headquartered in Schenectady County;” and

BE IT FURTHER RESOLVED, that Paragraph 5.04(C)(x) of the Bylaws be, and hereby is, abolished; and

BE IT FURTHER RESOLVED, if any Director holding a seat pursuant to Paragraph 5.04(C)(ix) or 5.04(C)(x) of these bylaws on April 10, 2023, shall continue in office pursuant to Section 5.04(C)(ix) of these bylaws as amended herein for the remainder of the term; and

BE IT FURTHER RESOLVED, that Paragraph 5.01 of the Bylaws be, and hereby is, amended to reflect that the Board of Directors shall consist of 17 members;

CERTIFICATION OF ADOPTION

The undersigned hereby certifies that he is the Secretary of the Members of the Schenectady County Tourism and Convention Bureau, Inc., a not for profit corporation organized and existing under the laws of the State of New York; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Members of said corporation held on the ___ day of April, 2023, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this ___ day of April, 2023.

Geoffrey T. Hall
Secretary

**SCHENECTADY COUNTY TOURISM AND CONVENTION BUREAU,
INC.**

RESOLUTION 23-02

A Resolution Appointing Corporate Directors

WHEREAS, pursuant to the Certificate of Incorporation of the Schenectady County Tourism and Convention Bureau, the Members of the Corporation shall appoint the Directors of the Corporation, which shall number no less than 11 and no more than 25; and

WHEREAS, the Bylaws, adopted by the Members of the Corporation on the 5th Day of December, 2016, as amended by Resolution 23-01, set the number of Directors at 17, to be appointed pursuant to Article 5.04, Section 2;

NOW, THEREFORE, BE IT RESOLVED, that the list of appointees attached hereto as Exhibit A be, and hereby are, appointed as the Directors of the Corporation; and

BE IT FURTHER RESOLVED, that the Secretary of the Members of the Schenectady County Tourism and Convention Bureau, Inc. be, and hereby is, authorized and directed to execute a certificate as to the appointment of these Directors by this resolution, to affix such certificate immediately following the last page of the list of appointments and to cause said list, together with such certificate, to be placed in the minute book of the Schenectady County Tourism and Convention Bureau, Inc.; and

BE IT FURTHER RESOLVED, that the Secretary of the Members of the Schenectady County Tourism and Convention Bureau, Inc. be, and hereby is, authorized and directed to cause a true and complete list of current Directors, as now or hereafter in effect, similarly certified, to be kept at the principal office of the Corporation.

DIRECTOR**TERM EXPIRES**

Laura Primiano (officer, or designee, of
Casino Licensee)

December 31, 2025

Brooke Spraragen (officer, or designee, of
an entity owning, operating, or leasing
100,000sf of commercial)

December 31, 2025

Subhash Modasra (officer, or designee, of
a hotel containing not more than 100
rooms)

December 31, 2025

CERTIFICATION OF ADOPTION

The undersigned hereby certifies that he is the Secretary of the Members of the Schenectady County Tourism and Convention Bureau, Inc., a not for profit corporation organized and existing under the laws of the State of New York; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Members of said corporation held on the ____ day of April, 2023, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this ____ day of April, 2023.

Geoffrey T. Hall
Secretary