§ 1942. Upper Mohawk Valley memorial auditorium authority. 1. A public corporation, to be known as the "Upper Mohawk Valley memorial auditorium authority" is hereby created for the public purposes and charged with the duties and having the powers provided in this title. The authority shall be a body corporate and politic constituting a public benefit corporation. The governing body of the authority shall consist of a total of seven members until January thirty-first, two thousand nineteen, three of whom shall be appointed by the county executive, without confirmation of the county legislature, and four of whom shall be appointed by the county legislature, without county executive right to veto. The first members appointed by the county executive shall be appointed for the following terms of office: one for a term ending on December thirty-first of the first year following the year in which this title shall have become law, one for a term ending on December thirty-first of the third year following the year in which this title shall have become law and one for a term ending on December thirty-first of the fifth year following the year in which this title shall have become law. The first members appointed by the county legislature shall be appointed for the following terms of office: one for a term ending on December thirty-first of the first year following the year in which this title shall have become law, one for a term ending on December thirty-first of the third year following the year in which this title shall have become law, and two for a term ending on December thirty-first of the fifth year following the year in which this title shall have become law. Commencing February first, two thousand nineteen, the governing body of the authority shall consist of a total of nine members, five of whom shall be appointed by the county executive, without confirmation of the county legislature, and four of whom shall be appointed by the county legislature, without county executive right to veto. The seven members appointed to the board prior to February first, two thousand nineteen, shall continue their existing five year terms pursuant to this section. The fourth member appointed by the county executive shall be for a term ending on December thirty-first, two thousand twenty-one. The fifth member appointed by the county executive shall be for a term ending on December thirty-first, two thousand twenty-two. Subsequent appointments of members shall be made for a term of five years ending in each case on December thirty-first of

the last year of such term. All members shall continue to hold office until their successors are appointed and qualify. Vacancies shall be filled in the manner provided for original appointment. Vacancies, occurring otherwise than by expiration of term of office, shall be filled by appointment for the unexpired terms. Members may be removed from office by the party which appointed such member for inefficiency, neglect of duty or misconduct in office; provided, however, that such member shall be given a copy of the charges against him or her and an opportunity of being heard in person, or by counsel, in his or her defense upon not less than ten days notice. The members of the authority shall receive no compensation for their services, but shall be reimbursed for their actual and necessary expenses incurred in connection with the carrying out of the purposes of this title; provided, however, that no member shall be reimbursed for any expense exceeding one thousand dollars incurred with respect to any individual purpose unless the governing body at a meeting duly called and held when a quorum of five members are present shall have authorized the incurrence of such expense by such member. The powers of the authority shall be vested in and be exercised by the governing body at a meeting duly called and held where a quorum of five members are present. No action shall be taken except pursuant to the favorable vote of at least five voting members. All votes must be made in person at a meeting and no vote may be made by proxy. The governing body may delegate to one or more of its members, officers, agents or employees such powers and duties as it may deem proper.

2. The officers of the authority shall consist of a chair, a vice-chair, a treasurer and a secretary, which secretary need not be a member of the authority. Such officers shall be appointed by the governing body and shall serve in such capacities at the pleasure of the governing body. In addition to the secretary, the governing body may appoint and at pleasure remove such additional officers and employees as it may determine necessary for the performance of the powers and duties of the authority and fix and determine their qualifications, duties and compensation, subject to the provisions of the civil service law. The governing body may also from time to time contract for expert professional services. The members, officers, executive director, if

any, comptroller, if any, and counsel, if any, shall be an exempt position under any rule or classification of the civil service commission. The treasurer shall execute a bond, conditioned upon the faithful performance of the duties of his or her office, the amount and sufficiency of which shall be approved by the governing body and the premium therefor shall be paid by the authority.

3. Notwithstanding any inconsistent provision of any general, special or local law, ordinance, resolution or charter, no officer, member or employee of the state, any municipality or any public corporation shall forfeit his or her office or employment by reason of his or her acceptance of appointment as a member, officer or employee of the authority, nor shall service as such member, officer or employee be deemed incompatible or in conflict with such office, membership or employment.

4. (a) The county executive shall file on or before December thirty-first of the year in which this title shall have become a law, in the office of the secretary of state, a certificate signed by the county executive setting forth: (l) the name of the authority; (2) the names of the members appointed by the county executive and the county legislature and their terms of office; and (3) the effective date of this title. If such certificate is not filed with the secretary of state on or before such date, then the corporate existence of the authority shall thereupon terminate and it shall thereupon be deemed to be and shall be dissolved.

(b) Except as provided in paragraph (a) of this subdivision, the authority and its corporate existence shall continue until terminated by law, provided, however, that no such law shall take effect so long as the authority shall have bonds or other obligations outstanding unless adequate provision has been made for the payment or satisfaction thereof. Upon termination of the existence of the authority, all of the rights and properties of the authority then remaining shall pass to and vest in the county in such a manner as prescribed by law.

5. It is hereby determined and declared, that the authority and the carrying out of its powers and duties are in all respects for the benefit of the people within the service area and the state for the

improvement of their health, welfare and prosperity and that such purposes are public purposes and that the authority is and will be performing an essential governmental function in the exercise of the powers conferred upon it by this title.

6. Nothing in this title shall be construed to obligate the state in any way in connection with the operations or obligations of the authority.