

**BYLAWS OF
THE COMMUNITY BENEFITS OVERSIGHT
COMMITTEE**

DRAFT

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Article I: Purpose and Duties of the Community Benefits Oversight Committee

SECTION 1. Pursuant to the Community Benefits Agreement, dated March 29, 2023, by and among the County of Erie (the “County”), Erie County Stadium Corporation (“ECSC”) and Buffalo Bills Stadium and Events Company, LLC (the “Developer”), the Community Benefits Oversight Committee (“CBOC”) was established and organized to

- (i) review the Developer’s compliance with the terms and conditions of the CBA;
- (ii) (ii) provide monitoring, oversight and accountability in connection with the performance of the CBA;
- (iii) (iii) receive and review reports from Developer and its designated community benefits director or designated liaison relative to the CBA’s progress and Developer’s good faith efforts to implement the programs contemplated by the CBA; and
- (iv) (iv) report to ECSC and the County its findings as to whether the Developer is complying with the requirements under the CBA, including, without limitation, making commercially reasonable efforts to implement the programs contemplated in the CBA.

Article II: Membership

SECTION 1. Appointment Of Members. The CBOC shall consist of a total of nine (9) members, including (i) two (2) members appointed by the County Executive; (ii) two (2) members appointed by the Chair of the County Legislature; (iii) two (2) members appointed by ECSC; and (iv) three (3) members appointed by the Developer. Each member of the CBOC must have the education, experience, and skills necessary to effectively execute the duties and responsibilities of a member of the CBOC. For purposes of these Bylaws, the County, ECSC and the Developer shall each be considered a “Stakeholder”.

SECTION 2. Compensation. Members of the CBOC shall not receive any compensation for their services.

SECTION 3. Removal, Resignation and Vacancy. There shall be no term limits for members of the CBOC. ECSC, the County, and Developer may remove their respective members of the CBOC with or without cause. Members shall also be removed from the CBOC in the event the member dies or resigns. Vacancies on the CBOC caused by a member’s removal, death, or resignation shall be replaced promptly by ECSC, the County or Developer, as applicable. Any CBOC member may resign at any time upon written notice to the Chairperson and Secretary of the CBOC, provided however that the resigning member will continue to serve until such time that the appropriate appointing authority (i.e., the County, ECSC or the Developer) appoints a successor.

SECTION 4. Expectations of the Members. Meeting Attendance and Participation. CBOC members are expected to personally attend CBOC meetings. To ensure meaningful participation by all members of the CBOC, a CBOC member may not speak more than twice on a particular

topic, except with permission of the Chair, and assuming there are no other CBOC members waiting to speak.

- A. *Abide by these Bylaws.* Members of the CBOC shall respect and uphold the purpose of the CBOC (as outlined in Article I, Section 1, and are required to abide by these Bylaws.
- B. *Review Expenditures.* The CBOC shall review expenditure reports produced by the Developer to ensure the Developer is in compliance with the goals and objectives set forth in the CBA.
- C. *Conflicts of Interest.* Members participating in the CBOC's consideration of a matter involving a direct financial interest to the member or to an organization or institution with which the member is involved, (i) must state the nature of the conflict in speaking to the issue, (ii) shall not chair any discussion on the issue, and (iii) shall refrain from voting on the issue by declaring "present but not eligible to vote" when the issue is called to a vote. For the avoidance of doubt, employment with a Stakeholder shall not constitute a conflict of interest for purposes of these Bylaws.
- D. *Public Statements.* CBOC Members may not speak on behalf of the CBOC, the County, ECSC or Developer, unless authorized to do so by the County, ECSC or Developer, as applicable. Unless authorized by the CBOC, no CBOC member shall speak on behalf of the CBOC. Absent such authorization, any public statements made by individual CBOC members shall be the opinion of such individual member and such member must clearly state that they are stating their own opinion and are not representing the CBOC or its membership.
- E. *Binding Statements.* No individual CBOC member is authorized to make statements or bind the CBOC to a particular action unless the CBOC as a whole has officially sanctioned the statement.
- F. *Special Privileges Prohibited.* CBOC members may not accept any favors of more than a nominal value of fifty dollars USD (\$50.00 USD), as described in the New York State Public Officers Law, from other parties or businesses or not-for-profit organizations who have, or may have, business or dealings that are likely to come before the CBOC, or that may have the appearance of influencing a CBOC member's position, unless otherwise allowed under city or state ethics rules.
- G. *Non-Discrimination.* Members of the CBOC are expected to comply with all applicable laws, and are prohibited from discriminating based on race, color, national origin, religion, sex, gender identity, sexual orientation, disability, age, marital status, family/parental status or political beliefs, in any program or activity conducted by the CBOC.

Article III: Duties of Officers

SECTION 1. Elected Officers. By majority vote of the membership present at a regular meeting, the membership of the CBOC shall elect from among its members a Chairperson, Vice Chairperson and Secretary in accordance with the selection provisions of these Bylaws; provided however, that

the Chairperson and the Vice Chairperson may not persons appointed by the same Stakeholder. No two offices may be held by the same person.

SECTION 2. Duties of the Chairperson. The Chairperson shall (i) preside over CBOC meetings, including recognizing speakers and introducing and resolving agenda items by majority vote; and (ii) cause to be written any proposed letters, resolutions or other correspondence passed by majority vote, and cause said proposed correspondence to be prepared and distributed for final vote at an upcoming CBOC meeting.

SECTION 3. Duties of the Vice Chairperson. The Vice Chairperson shall, in the absence of and upon delegation by the Chairperson, perform the duties of the Chairperson at CBOC meetings.

SECTION 4. Duties of Secretary. The Secretary shall (i) maintain all official records of the CBOC, including recording minutes, meeting notices, and agendas; (ii) prepare and disseminate, upon approval of the Chair, the meeting notices, agendas and minutes in accordance with New York Public Officers Law (“NY OML”); and (iii) upon request by the Chairperson, write any proposed letters, resolutions or other correspondence passed by majority vote. The Secretary of the CBOC shall act as Secretary of all meetings of the CBOC (including special meetings, executive sessions and subcommittee meetings, as applicable), provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 5. Term of Office. The elected officers of the CBOC shall be elected to serve for a term of two (2) years, and shall be limited to three (3) consecutive terms, unless a successor has not been nominated or otherwise appointed. Terms that are not consecutive shall not be restricted. The term shall begin once duly installed. All vacancies of elected officer positions shall be filled by the vote of a simple majority of the membership present at a regular meeting.

Article IV: Meetings of the Committee

SECTION 1. Meeting Requirements; Location. No meetings for the transaction of business shall be held unless a quorum (as defined in Section 9 of this Article IV) is present at the beginning of the meeting and proper notice procedures have been implemented in accordance with NY OML. The duration of each regular meeting shall be approximately one (1) hour and meeting locations shall rotate throughout the County to ensure the full region has access to attend CBOC meetings.

SECTION 2. Regular Meetings. In accordance with the CBA, the CBOC shall meet at regularly scheduled intervals (including an annual public hearing) and/or at the call of the Chair in a public setting to discuss community priorities. The Chairperson of the CBOC is authorized to dispense with a regular meeting or to change the date thereof, provided that the CBOC has sufficient time to modify or otherwise update and post notice to the public and news media in accordance with NY OML.

SECTION 3. Annual Meetings. In accordance with the CBA, the CBOC shall conduct an annual public hearing. The annual hearing shall be held in September of each year for the purpose of

evaluating the Developer's annual report and conducting such other business as may come before the meeting.

SECTION 4. Special Meetings. Special meetings of the CBOC may be held upon the call of the Chairperson of the CBOC, or the Vice Chairperson of the CBOC when performing the duties of the Chairperson, as he or she may deem necessary, with appropriate notice and with a formal public comment period in accordance with NY OML.

SECTION 5. Executive Session. In accordance with NY OML, Article 7, Section 105, the CBOC may hold an executive session if a resolution specifying the subject matter to be discussed is introduced and approved by a majority vote of the total membership taken in an open meeting. Such sessions shall only be convened for the below enumerated purposes:

- A. matters which will imperil the public safety if disclosed;
- B. any matter which may disclose the identity of a law enforcement agent or informer;
- C. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- D. discussions regarding proposed, pending or current litigation;
- E. collective negotiations pursuant to article fourteen of the civil service law;
- F. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
- G. the preparation, grading or administration of examinations; and
- H. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by the CBOC, but only when publicity would substantially affect the value thereof.

Attendance at an executive session shall be permitted to all CBOC members and any other persons authorized by the CBOC. Actions taken during the sessions shall be recorded in the minutes, with appropriate details and voting outcomes included.

SECTION 6. Meetings by Video Conference. In accordance with the CBOC's written videoconferencing procedures, members of the CBOC may attend meetings via videoconference due to exigent circumstances, provided that such attendance is in accordance with NY OML and the CBOC's written procedures [adopted as of **INSERT DATE**].

SECTION 7. Notice.

- A. *Meetings Scheduled 1 Week in Advance.* For meetings scheduled at least one (1) week in advance, the CBOC shall provide public notice of the time, date, and location, in accordance with NY OML, to: (i) the news media (whether electronically transmitted or

otherwise); and (ii) the public at one or more designated public locations, at least seventy-two (72) hours before such meeting.

- B. *Meetings Scheduled Within Less Than a Week.* For meetings scheduled less than one (1) week in advance, the CBOC shall provide public notice of the time, date, and location, in accordance with NY OML, to the news media and to the public in one or more designated public locations, at a reasonable time prior to the meeting.
- C. *Additional Notice Requirements.* If videoconferencing is used to conduct a meeting, the public shall be notified in the meeting notice that videoconferencing will be used and the locations for the meeting (as well as a clarifying statement as to the public's right to attend the meeting at any of the locations). If a meeting is streamed live over the internet, the public notice must inform the public of the internet address of the website streaming for the meeting.

SECTION 8. Agenda. Any CBOC member may submit an item for consideration provide the submission is made at least five (5) days prior to the date of the meeting at which consideration is desired. The item should include, at minimum, a title and/or description of the agenda item and supplementary material as necessary to explain the need of the item.

SECTION 9. Quorum. In accordance with NY OML, a majority of the membership of the CBOC shall constitute a quorum for transacting business.

SECTION 10. Voting.

- A. *Requirement to Vote / Majority Vote.* Each member of the CBOC that is present at a meeting when an issue is called to a vote, is entitled and required to vote. A vote or declaration may be given as one of the following:
 - 1. "Yes";
 - 2. "No"; or
 - 3. "Abstain". An abstaining member shall be counted as voting for purposes of determining a majority.
- B. *Method of Voting.* Each action of the CBOC shall be determined by a majority vote of those members present. Each action shall be presented to the CBOC upon a motion of a member, which shall require a second. The voting method shall be conducted by a show of hands or other suitable method as determined by Chair, and the Secretary shall record the results in the minutes. All voting in CBOC meetings shall be in person (and/or by videoconference in accordance with NY OML) only. Proxy voting shall not be permitted. Action by a majority of the members present and voting shall constitute action by the CBOC and all votes shall be recorded in writing by the Secretary.

SECTION 11. Minutes. The Secretary shall record all CBOC meeting minutes, in accordance with NY OML, as follows:

- A. *Open Meetings*. Minutes shall be taken at all open meetings of the CBOC and shall consist of a record or summary of all motions, proposals, resolutions and any other matter formally voted upon (and the vote thereon).
- B. *Executive Sessions*. Minutes of any action that is taken by formal vote shall be taken at all executive sessions. The minutes shall consist of a record or summary of the final determination of such action, and the date and vote thereon, except that such minutes may exclude any matter which is not required to be made public by the freedom of information law.
- C. *Posting of Minutes*. All CBOC minutes of regular meetings shall be available to the public in accordance with the provisions of the freedom of information law within two (2) weeks from the date of such meeting (including on the CBOC's website, available at: <https://www3.erie.gov/eo/community-benefits-oversight-committee>). Minutes from executive sessions shall be available to the public within one (1) week from the date of the executive session (including on the CBOC's website, available at: <https://www3.erie.gov/eo/community-benefits-oversight-committee>). Unabridged video recordings, audio recordings or written transcripts may be deemed to be meeting minutes.

Article V: Subcommittees

SECTION 1. No Subcommittees. The CBOC shall not have any standing committees, unless the membership of the CBOC determines otherwise. For the avoidance of doubt, an duly authorized subcommittee shall not have powers of the CBOC, but shall report to and advise the CBOC on matters designated by the Chairperson. At a minimum, the subcommittees shall include the Chairperson, Vice Chairperson and Secretary.

Article VI: Fiscal

SECTION 1. Fiscal Year. The fiscal year of the CBOC shall begin on the first day of April and end on the last day of March in each calendar year.

Article VII: Order of Business

SECTION 1. Order of Business. The agenda for regular meetings of the CBOC shall include the following:

- (a) Call to Order, Roll Call and Establish Quorum
- (b) Old Business (items not completed at previous meetings)
- (c) Community Benefits Updates
- (d) Public Comment
- (e) New Business (items added to the agenda by CBOC members from the floor)
- (f) Adjournment

Article VIII: County Support

SECTION 1. Administrative Support. The County shall provide to the CBOC necessary administrative assistance in furtherance of its purposes. Such support shall include the following:

- (a) preparation of and posting of public notices, agendas, meeting minutes and meeting materials, as required by NY OML;
- (b) provision of a meeting room, including any necessary audio/visual equipment;
- (c) preparation and copies of any documentary meeting materials, such as agendas, minutes and reports; and
- (d) providing public access to Committee meeting minutes and reports on an Internet website maintained by the County.

Article IX: Books and Records

SECTION 1. Records and Record Retention. The CBOC shall keep correct and complete books and records of all minutes of the meetings of its members, meeting materials, and other documents as required under NY OML. All records shall be kept and made available on the County's website for a period of no less than five (5) years.

Article X: Execution of Contracts

SECTION 1. Contract Execution. The CBOC may not, in the name of or on behalf of itself or any Stakeholder, enter into or execute any contract or other instrument.

Article XI: Amendments

SECTION 1. Amendments. These Bylaws may be adopted, amended, or repealed by a majority vote of the membership at a regular meeting; provided that the agenda for such meeting specifies that the Bylaws will be considered and any proposed amendments have been circulated to the CBOC no later than five (5) business days prior to the meeting. No amendment or modification to these Bylaws may be made if such amendment or modification would cause these Bylaws to conflict with applicable law.