

BY-LAWS
OF THE
SEA SPORTS COMMISSION
(Internal Organization and Rules for Operation)

ARTICLE I. FORMATION

Section 1. EDTF Funds. Pursuant to Section 27.4 of Pennsylvania General Assembly Act 42 of 2017, the Sports & Exhibition Authority of Pittsburgh and Allegheny County (the “SEA”) is to receive an annual allocation of funds from the Pennsylvania Gaming Economic Development and Tourism Fund (“EDTF”) to be used to establish, administer and maintain a regional sports commission. When received, the funds are deposited by the SEA into a restricted receipts account (the “Restricted Account”) pending their use.

Section 2. Formation. The SEA Sports Commission (the "Commission") is a committee of the SEA established by and existing in accordance with SEA Resolution 5710 (August 13, 2020). Thereafter, by Resolution 5751 (May 13, 2021), the SEA concurred in the adoption of these By-Laws and adopted Act 42 EDTF Restricted Account Programs and Procedures (the “Guidelines”) to be followed by the Commission in carrying out its purpose and responsibilities. SEA Resolution 5710, as supplemented by Resolution 5751, and as the same may be further supplemented or amended from time to time, is herein referred to as “SEA Resolution.”

Section 3. Office. The principal office of the Commission shall be the offices of the SEA.

ARTICLE II. RESPONSIBILITIES AND LIMITATIONS

Section 1. Responsibilities. The Commission is established to recommend to the SEA Board proposed expenditures from the Restricted Account. The Commission shall review proposed expenditures and evaluate the extent to which the proposed expenditures further the purposes and meet the Guidelines provided by the SEA. If the Commission recommends a proposed expenditure, it shall submit the proposed expenditure to the SEA Board for consideration.

Section 2. Limitations. The Commission shall have no power at any time or in any manner to bind, contract for or otherwise obligate the SEA. The Commission shall have no power at any time or in any manner to hold or expend monies. The Commission shall have no power at any time or in any manner to pledge the credit of the SEA or the credit or taxing power of the Commonwealth of Pennsylvania, Allegheny County, the City of Pittsburgh or any other political subdivision.

ARTICLE III. COMMISSION, MEMBERS AND OFFICERS

Section 1. Board. The responsibilities and affairs of the Commission shall be exercised by or under the authority and direction of the Board of the Commission.

Section 2. Members. The members of the Board of the Commission (“Members”) shall be appointed, hold office and, in good faith, discharge their duties as prescribed by the SEA Resolution. The Members of the Commission hold advisory positions only and are not officers or directors of the SEA.

Section 3. Officers. The Board of the Commission shall elect from its Members a Chairman, a Vice-Chairman, a Secretary and such other officers or assistant officers as the Board of the Commission may from time to time deem necessary or appropriate. The

Executive Director of the SEA, while not a Member of the Commission, shall serve as the Executive Director of the Commission.

Section 4. Election of Officers. The election of the officers shall be held at the first scheduled meeting of the calendar year or at the earliest meeting thereafter during which the matter of election of officers is considered. The officers of the Commission shall serve for the calendar year, and thereafter until a successor is elected. Members may serve successive terms as officers.

Section 5. Removal and Vacancies. Any officer may be removed from such office by the affirmative vote of four (4) Members of the Board of the Commission whenever the Board, in its judgment, shall determine that such will serve the best interests of the Commission. Removal as an officer does not act to remove an individual as a Member. In the event that a vacancy should occur in any office (other than as a Member of the Board of the Commission), the Board of the Commission shall elect a successor who shall fill the unexpired term of the vacant office.

ARTICLE IV. DUTIES OF OFFICERS

Section 1. Chairman. The Chairman shall preside at all meetings of the Board of the Commission and, subject to the direction of the Board, shall have and exercise general charge and supervision of the affairs of the Commission. At each meeting, the Chairman shall cause the submission of such matters and information as he or she may consider proper concerning the business of the Commission. The Chairman shall also perform such other duties as shall be prescribed by the Board of the Commission.

Section 2. Vice-Chairman. In the absence of or disability of the Chairman, the Vice-Chairman shall perform the duties and exercise the powers of the Chairman. The Vice-

Chairman shall also perform such other duties as shall be prescribed by the Board of the Commission.

Section 3. Secretary. The Secretary shall cause the keeping of the minutes of meetings of the Board of the Commission and shall cause required notice of meetings to be given. He or she shall perform the duties and functions customarily performed by the Secretary, together with such other duties as the Board of the Commission may prescribe.

Section 4. Executive Director. The Executive Director is responsible for conducting the day-to-day operations of the Commission. Unless limited by the Board, the Executive Director shall execute such documents and take such other actions as may be necessary or proper to conduct the business of the Commission. The Executive Director shall also perform such other duties as may be assigned from time to time by the Board of the Commission.

ARTICLE V. MEETINGS AND HEARINGS

Section 1. Board Meetings. The Board of the Commission shall meet as frequently as it deems appropriate but at least once during each quarter of the calendar year. In addition, a meeting of the Board shall be called by the Chairman if a request is submitted to the Chairman by at least two Members. Any Commission business may be conducted at any meeting of the Board. Any meeting may take place with some or all Members participating remotely by conference telephone or other devices allowing simultaneous communication accessible to the public.

Section 2. Notice to Members. Except in an emergency, notice of all meetings of the Board of the Commission shall be given to each Member personally or by mail, by facsimile, or by email at least twenty-four (24) hours prior to the time of such meeting. Either

before or after any meeting of the Board of the Commission, any Member may, in writing, waive notice of such meeting. Attendance by a Member at any meeting of the Board shall constitute a waiver by that Member of notice of the time and place of that meeting. If all the Members are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 3. Quorum. A majority of the Members appointed to the Board shall constitute a quorum for the purpose of conducting the business of the Board and for all other purposes. The acts of a majority of Members present at a meeting at which a quorum is present shall be the acts of the Board of the Commission. Every Member shall be entitled to one vote. No member shall be permitted to vote by proxy.

ARTICLE VI. OPERATIONS

Section 1. Fiscal Year. The fiscal year of the Commission shall be the calendar year.

Section 2. Records and Minutes. The Commission shall keep correct and complete records and minutes of its Board meetings.

Section 3. Open Meetings. All meetings of the Board of the Commission shall be subject to and be conducted in accordance with the Sunshine Act, 65 Pa. C.S.A. Section 701 *et seq.*, as amended from time to time.

Section 4. Ethics. The affairs of the Commission shall be subject to and be conducted in accordance with the provisions of the Public Official and Employee Ethics Act, 65 Pa. C.S.A. Section 1101.1 *et seq.* (the "Ethics Act"), as amended from time to time. In addition to and as a supplement to the provisions of the Ethics Act, a Member shall disclose to the Commission and such disclosure shall be reported to the SEA as part of any recommendation,

if and to the extent such Member is voting on a matter and has or had any direct or indirect interest in the matter that might create the appearance of conflict or bias.

Section 5. Open Records. The affairs of the Commission shall be subject to and conducted in accordance with the provisions of the Right to Know Law, 65 P.S. Section 67.101 *et seq.*, as amended from time to time.

Section 6. Staffing and Other Support. The Commission shall not assume the responsibility of employing personnel directly. The SEA shall retain, employ and remove all employees, agents, advisors and technical experts (permanent and temporary) of the Commission, with input and advice of the Commission.

Section 7. Expenses. The expenses of the Commission are an operating expense of the SEA and may be paid from the allocated portion of the Restricted Account (the Expense Subaccount) as provided for in the Guidelines. Each year, as part of the SEA budgeting process, the Commission shall approve expenses for the following year to be paid from the Expense Subaccount. Once the SEA has adopted its operating budget, including the expenses approved to be covered by the Expense Subaccount, the approved amount of funds shall be transferred from the Expense Subaccount to the SEA operating account and used therefrom by the SEA to pay such expenses. At the end of the year any unused funds shall be returned to the Expense Subaccount.

Section 8. Reports and Annual Audit Certification. The Board of the Commission shall receive an annual report of the activity of the Restricted Account, including but not limited to, receipts and revenues, expenditures and outstanding obligations. Annually, the SEA shall provide the Commission with a statement and/or certification provided by an

independent certified public accounting firm that the Restricted Account was used in accordance with the SEA Resolution and the Guidelines.

Section 9. Indemnification. To the extent that any insurance then in effect may not be applicable, the SEA, itself or by contract, shall to the fullest extent permitted by law, defend, indemnify and hold harmless Members and officers, current and former, against and from any and all personal liability, actions, causes of action and any and all claims made against them for whatever actions they may perform within the scope of their duties as Members or officers.

Section 10. Immunities. The Commission and its Members and officers shall enjoy governmental immunity, to the fullest extent permitted by law.

ARTICLE VII. AMENDMENT

These by-laws may be altered, amended or repealed by the affirmative vote of not less than a majority of the Members appointed to the Board of the Commission, and concurrence by vote of the Board of Directors of the SEA.

ADOPTED the 28 day of May, 2021, at a duly called meeting of the Board of the Commission, at which a quorum was present, and the 13 day of May, 2021, at a duly called meeting of the Board of Directors of the SEA, at which a quorum was present.