

CAPITAL DISTRICT TRANSPORTATION AUTHORITY

Capital District Transit System, Capital District Transportation District, Inc., Capital District Transit System, Number One, Capital District Transportation District Inc.; Capital District Transit System, Number Two, Capital District Transportation District, Inc., Access Transit Services, Inc., CDTA Facilities, Inc.

RESOLUTION NO. 30 - 2010

Adopting Revised Bylaws

WHEREAS the Public Authorities Law of the State of New York, Section 1306, empowers the Capital District Transportation Authority (“Authority”) to make and alter bylaws for its organization and internal management, and rules and regulations governing the exercise of its powers and the fulfillment of its purposes; and

WHEREAS the Authority has undertaken to review and recommend changes to the bylaws for itself and its subsidiaries; and

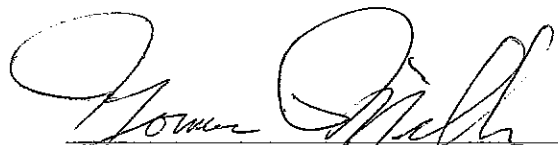
WHEREAS the proposed alterations have been provided to all of the members of the Authority, who are in agreement as to the proposed changes,

NOW THEREFORE BE IT RESOLVED that the Bylaws of the Authority and its subsidiaries dated September 29, 2010 are hereby approved and adopted in their entirety, as attached.

CERTIFICATION

The undersigned, duly elected and acting as Secretary of the Capital District Transportation Authority, certifies that the foregoing is a true and correct copy of a resolution adopted at a legally convened meeting of the Capital District Transportation Authority held on the 29th day of September, 2010.

Dated: September 29, 2010


Norman L. Miller, Secretary



MEMO

To: Carm Basile, Chief Executive Officer
From: Amanda Avery, General Counsel
Date: September 17, 2010
RE: By-Laws

Attached are the revised By-laws as required by the modification of the Committee structure.

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BYLAWS

Pursuant to the authority contained in Section 1306, subdivision 5 of Article 5 of the Public Authorities Law, as set out in Chapter 460 of the Laws of Nineteen Hundred and Seventy of the State of New York, and in Chapter 461 of the Laws of Nineteen Hundred and Seventy of the State of New York, the Capital District Transportation Authority hereby approves the following Bylaws for the regulation of its activities and the activities of its subsidiaries.

ARTICLE I SEAL

The official seal of the Authority shall be in a design in circular form bearing the words and dates as follows:

**CAPITAL DISTRICT TRANSPORTATION AUTHORITY
STATE OF NEW YORK
1970**

ARTICLE II OFFICERS

A. The officers of the Authority shall be a Chairman, Vice Chairman, Secretary and Treasurer, all of whom shall be elected from among the Members of the Authority. Such officers shall be elected at the Annual Meeting of the Authority. All officers shall hold office until their successors are chosen and qualify in their stead.

ELECTION OF OFFICERS

B. The Chairman shall appoint a nominating committee consisting of three members that shall consult and report at the annual meeting with nominations for officers for the coming year. In addition to those members nominated by the committee, the Chairman shall accept nominations from the floor. Upon the close of nominations, individual or the full slate of officers may be voted upon, in such manner as agreed upon by the members. If written ballots are taken, they shall be opened and counted by the Chairman in the presence of the chair of the nominating committee, whereupon the results shall be announced.

C. If any office shall become vacant by reason of death, resignation, disability or otherwise, an election to fill such vacancy shall be held after or at the occurrence of such vacancy provided that such election may be adjourned to a later meeting by a majority vote of Members present at any such first meeting.

DUTIES OF OFFICERS

D. CHAIRMAN. The Chairman shall preside at all meetings of the Authority. He may sign and execute on behalf of the Authority all contracts, notes, bonds or other evidences of indebtedness when so authorized by resolution of the Authority and shall perform such other duties as may be assigned to him from time to time

by the Authority. The Chairman shall appoint all committees and committee chairs. The Chairman shall serve as a member ex-officio of all committees.

E. VICE CHAIRMAN. The Vice Chairman shall perform the duties of the Chairman in the event the office of Chairman is vacant or in the event the Chairman is unable to perform such duties by reason of illness, disability or absence, and shall perform all the duties as the Authority may designate.

F. SECRETARY. The Secretary shall review and sign the approved minutes of the meetings of the Authority; sign and certify such notices, motions, resolutions or other documents as shall be required from time to time; and shall perform all the duties as the Authority may designate.

G. TREASURER. The Treasurer shall act in an advisory capacity in financial matters as directed by the Authority or the Performance Oversight Committee and shall perform all the duties the Authority may designate.

ARTICLE III COMMITTEES

There shall be three standing committees of the Authority, and such other committees as may be created from time to time. Members shall serve on committees when and as appointed by the Chairman. The three standing committees shall operate and serve the purposes set forth in their descriptions as follows:

- A. Governance Committee. The Governance Committee shall consist of three members, including the Chairman, who shall lead the committee, and the chairs of the two other standing committees. The Governance Committee shall work with the Chief Executive Officer to assure the effective functioning of the Authority. The Governance Committee shall work to oversee the governing activities of the Authority, develop Authority members, direct and update the duties of the Chief Executive Officer, and ensure that the standing committees work together effectively.
- B. Performance Oversight Committee. The Performance Oversight Committee shall oversee the operational and financial performance of the Authority. The committee will be involved in the establishment of key elements of a programmatic and financial reporting process; the review and reporting on financial performance to the Authority; presenting an assessment of the past year's fiscal and program performance; reviewing contract awards and procurement actions; reviewing internal and external audit reports; providing counsel on major internal administrative upgrades; and overseeing administration of customer surveys.
- C. Planning and Stakeholder Relations Committee. The Planning and Stakeholder Relations Committee shall be responsible for the development, planning, budget preparation, and development of financial resources of the Authority and its relationships with key stakeholder organizations. The committee will be involved in formulating with the Chief Executive Officer a development plan for the annual budget; overseeing, preparation for, and hosting strategic work sessions. The committee may make recommendations to the Authority concerning strategic issues, formulate operational priorities, and formulate the annual budget. The committee will be involved in further formulating financial and programmatic performance targets, overseeing the development and implementation of short and long-range financial resource development strategies, ensuring that the desired image of the Authority is conveyed to the general public and key stakeholders, advising the Authority and implementing marketing strategies; and overseeing the development and implementation of legislative relations policies and strategies.

ARTICLE IV DIRECTORS

The Members of the Authority shall also serve as the Directors of the subsidiary corporations.

ARTICLE V

EMPLOYEES

A. There shall be appointed by the Authority a General Manager who shall serve at the pleasure of the Authority and shall have the title of Chief Executive Officer. The Authority shall also appoint such employees as the Authority may require for the performance of its duties. The Authority will fix and determine their qualifications, duties and compensation. The Authority shall appoint counsel who shall be the legal adviser of the Authority and who shall furnish to the Authority such opinions, advice and counsel, as shall from time to time be required. The Authority may also retain such other counsel as it deems necessary. All counsel shall serve at the pleasure of the Authority. The Authority may also retain or employ auditors, engineers and private or other consultants, on a contract basis or otherwise for rendering professional, management or technical services and advice.

DUTIES OF GENERAL MANAGER

B. The Chief Executive Officer shall be the General Manager of the Authority. The Chief Executive Officer shall be responsible to the Authority for the administration of its affairs. He shall exercise supervision of all administrative functions of the Authority within the framework of policy established by the Authority. He shall be responsible for the implementation of all resolutions, orders, programs or projects of the Authority. He shall attend meetings of the Authority [as directed] with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such powers as may be prescribed for him by law or by the Authority. He shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated to him. He shall report to the Authority on the progress of all programs.

ARTICLE VI

GENERAL PROVISIONS

A. FISCAL YEAR. The fiscal year of the Authority shall begin the first day of April.

B. CONDUCT OF MEETINGS. A majority of the whole number of Members of the Authority shall constitute a quorum for the transaction of business.

These by-laws should serve as the governing rules of order, except that where these by-laws are silent Robert's Rules of Order shall be the governing authority.

Except as hereinafter provided or as otherwise specified by statute, the Authority shall have the power to act, for the transaction of any business or the exercise of any power of the Authority, by a majority of the Members at any meeting at which a quorum is in attendance. A majority of the Members present whether or not a quorum is present may adjourn any meeting to another time and place.

C. AUTHORITY MEETINGS

- 1) Regular meetings. The regular meetings of the Authority shall be held on the last Wednesday of each month. Regular meetings shall be held at agreed places and at such time as agreed upon by the Authority.
- 2) Annual meeting. The regular meeting in April shall be known as the annual meeting.

- 3) Special meetings. Special meetings may be called by the Chairman or in his absence by the Vice Chairman or on the request of three members of the Authority. The purpose of the special meeting shall be stated in the call. Except in cases of emergency, at least three days' notice shall be given.
- 4) Committee meetings. Committee meetings shall be at the call of the committee chair.

D. ORDER OF BUSINESS. The order of business at regular meetings shall be set by the Chairman.

E. INDEMNIFICATION. (a) The Authority shall indemnify and save harmless members, directors and employees of the Authority and its subsidiaries in the amount of any judgment obtained against such members, directors and employees in a state or federal court, or in the amount of any settlement of a claim, provided that the act or omission from which such judgment or claim arose occurred while the member, director or employee was acting within the scope of their duties; provided further that in the case of a settlement the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement by the Authority.

(b) Except as otherwise provided by law, the duty to indemnify and save harmless prescribed by this article shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of the member, director or employee.

(c) Nothing in this subdivision shall authorize the Authority and its subsidiaries to indemnify or save harmless a member, director or employee with respect to punitive or exemplary damages, fines or penalties, or money recovered pursuant to section fifty-one of the general municipal law; provided, however, that the Authority shall indemnify and save harmless its members, directors and employees in the amount of any costs, attorneys' fees, damages, fines or penalties which may be imposed by reason of an adjudication that they were acting within the scope of their duties, without willfulness or intent on their part, violated a prior order, judgment, consent decree or stipulation of settlement entered in any court of this state or of the United States.

(d) Upon entry of a final judgment against the member, director or employee, or upon the settlement of the claim, the member, director or employee shall serve a copy of such judgment or settlement, personally or by certified or registered mail within thirty days of the date of entry or settlement, upon the Chief Executive Officer of the Authority; and if not inconsistent with the provisions of this section, the amount of such judgment or settlement shall be paid by the Authority or its subsidiaries.

(e) The duty to defend or indemnify and save harmless prescribed by this section shall be conditioned upon: (i) delivery by the member, director or employee to the General Counsel of the Authority or to its Chief Executive Officer of a written request to provide for his defense together with the original or a copy of any summons, complaint, process, notice, demand or pleading within ten days after he is served with such document, and (ii) the full cooperation of the member, director or employee in the defense of such action or proceeding and in defense of any action or proceeding against the Authority or its subsidiaries based upon the same act or omission, and in the prosecution of any appeal.

F. AMENDMENT OF BYLAWS. These Bylaws may be repealed or amended by the Capital District Transportation Authority at any duly called regular meeting of the Authority, provided, however, that notice in writing specifying that the Bylaws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Member of the Authority at least one week prior to the meeting at which such changes are to be passed upon.

These Bylaws may be repealed or amended by the Capital District Transportation Authority only by a two-thirds (2/3) vote of the whole number of Members of the Authority.

Adopted by unanimous resolution of the Authority on September 29, 2010, as stated in Resolution 30 – 2010 hereby certified.

_____, Secretary