

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

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

The officers of the Authority shall be a Chair, Vice Chair, 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

The Chair 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 Chair 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 Chair in the presence of the chair of the nominating committee, whereupon the results shall be announced.

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

Chair – shall preside at all meetings of the Authority. They may sign and execute on behalf of the Authority on all contracts, notes, bonds or other evidence of indebtedness when so authorized by resolution of the Authority and shall perform such other duties as may be assigned to them from time to time by the Authority. The Chair shall appoint all committees and committee chairs. The Chair shall serve as ex-officio member of all committees.

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

Secretary – shall review and sign the approved minutes of 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 duties as the Authority may designate.

Treasurer – shall act in an advisory capacity on financial matters as directed by the Authority or the Performance Monitoring committee and shall perform all duties the Authority may designate.

ARTICLE III COMMITTEES

There shall be four 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 Chair. The standing committees shall operate and serve the purpose set forth in their descriptions as follows:

Board Operations Committee – shall consist of five members including the Chair, who shall lead the committee, the Vice Chair, and chairs of the other standing committees. The Chief Executive Officer shall be an ex-officio member of the committee. The Chair may appoint a past chair to the committee. The committee will work with the Chief Executive Officer to assure the effective functioning of the Authority. The committee shall oversee the governance and advocacy activities of the Authority, develop appropriate training programs for Authority members, direct and update the duties and performance of the Chief Executive Officer and ensure that standing committees' function effectively.

Performance Monitoring/Audit Committee – shall oversee the operational and financial performance of the Authority. The committee will establish and oversee key elements of a programmatic and financial reporting process; review and report on financial performance to the Authority; present assessments of fiscal, operations and program performance; review and recommend contract awards and procurement actions; review internal and external audit reports; and provide counsel on major administrative initiatives.

Strategic and Operational Planning Committee – shall be responsible for the planning and development of the financial resources of the Authority. The committee will work with the Chief Executive Officer to develop an annual budget plan and oversee, prepare for, and host strategic work sessions. The committee will make recommendations to the Authority concerning strategic issues, formulate operational priorities consistent with the annual budget and capital plans. The

committee will be involved in formulating financial and operational performance targets and overseeing the development of short and long-range financial and operational strategies.

Community and Stakeholder Relations Committee – shall be responsible for the development of the Authority brand, its image, and relationships throughout the community. The committee will monitor stakeholder relationship strategies, especially with customers, potential customers and Authority employees. The committee will make recommendations regarding marketing and community outreach programs and oversee customer survey and development programs.

ARTICLE IV DIRECTORS

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

ARTICLE V EMPLOYEES

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

DUTIES OF GENERAL MANAGER

The Chief Executive Officer shall be the General Manager for the Authority. The Chief Executive Officer shall be responsible to the Authority for the administration of its affairs. They shall exercise supervision of all administrative functions of the Authority within the framework of policies established by the Authority. They shall attend meetings of the Authority with the privilege of taking part in discussions and shall recommend such measures as may be necessary or expedient and shall perform other such duties and have such powers as may be prescribed for them by law or by the Authority. They shall have all necessary incidental powers to perform and exercise the duties and functions specified above or lawfully delegated to them. They shall report to the Members and to the Authority on the progress of all programs and initiatives.

ARTICLE VI GENERAL PROVISIONS

Fiscal Year – the fiscal year for the Authority shall begin on the first day of April.

Conduct of Meetings – a majority of the whole number of Members of the Authority shall constitute a quorum for the transaction of meetings.

These bylaws shall serve as the governing rules of order, unless superseded by State or Federal requirements. Where these bylaws are silent, Roberts 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 present. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time or place. Only members participating in any Authority meeting "in person" shall be counted in the minimum quorum required to transact business.

Members may participate by videoconference if the member cannot be physically present due to extraordinary circumstances, which preclude in person attendance. Members attending remotely may participate in discussions, but they are not counted in the minimum quorum to transact business or be eligible to vote on any action item presented to the board.

AUTHORITY MEETINGS:

Regular Meetings - 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.

Annual Meeting - the regular meeting in April shall be known as the annual meeting.

Special Meetings - may be called by the Chair or in their absence by the Vice Chair on the request of three members of the Authority. The purpose of a special meeting shall be stated in the call for the meeting. Except in case of emergency, at least three working days' notice shall be given.

Committee Meetings - shall be scheduled at the call of the committee Chair.

Record of Meetings – the Secretary or person designated by the presiding officer of the meeting shall keep minutes containing a summary of all proposals, motions, resolutions or any other matter formally acted upon by the Authority; this will include the voting on all resolutions presented to the board. The minutes will be reviewed, corrected if necessary, and approved at the next scheduled meeting of the Authority.

Order of Business – at regular meetings shall be set by the Chair. The order of business and all other matters of procedure at each meeting of the Authority will be determined by the presiding officer. Any member may propose additional items for discussion by the board at any meeting of the board.

Indemnification – the Authority shall indemnify and save harmless members, directors and employees of the Authority and its subsidiaries in the amount of any judgement 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 judgement 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.

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.

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, judgement, consent, decree or stipulation of settlement entered in any court of this state or of the United States.

Upon entry of a final judgement against the member, director or employee, or upon the settlement of the claim, the member, director or employee shall serve a copy of such judgement 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 consistent with the provisions of this section, the amount of such judgement or settlement shall be paid by the Authority or its subsidiaries.

The duty to defend or indemnify and save harmless prescribed by this section shall be conditioned upon – 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 their defense together with the original or copy of any summons, complaint, process, notice, demand or pleading within ten days after they are served with such document, and – the full cooperation of the member, director of 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.

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 or emailed 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 the Members of the Authority.

Adopted by unanimous resolution of the Authority on DATE OF MEETING in Resolution Number XX-2023 and hereby certified.

Signed by CDTA Secretary
Georgeanna M. Nugent