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Pursuant to the authority contained in Section 1299-gg, subdivision 5 of Article 5, Title 11-B of the Public Authorities Law, as set forth in Chapter 1124 of the Laws of Nineteen Hundred and Sixty-Nine of the State of New York, and as amended and supplemented from time to time, the following By-Laws shall govern the organization, management, exercise of powers and regulation of activities of Rochester-Genesee Regional Transportation Authority (the "Authority").

ARTICLE 1 - SEAL

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

ROCHESTER-GENESEE REGIONAL TRANSPORTATION AUTHORITY
CORPORATE SEAL
1969

ARTICLE 2 - BOARD OF COMMISSIONERS

2.1. Appointment and Responsibilities

The commissioners of the Authority shall be appointed by the Governor of the State of New York for a term of five (5) years, by and with the advice and consent of the New York State Senate. Each commissioner shall continue in office until his or her successor is appointed and shall have qualified, unless his or her commissionership is vacated by resignation, death, disqualification, removal, or otherwise. The primary responsibility of the Board of Commissioners shall be to

oversee the management and control of the affairs and business of the Authority by the Chief Executive Officer.

2.2. Number and Qualification

The Board of Commissioners shall be comprised of voting members and of one non-voting member.

2.2.1. Voting Members

There shall be of at least one (1) voting member from each county that elects to join the Authority; provided, however, that the County of Monroe shall have seven (7) voting members, of which at least three (3) voting members shall be residents of the City of Rochester. For each county outside the County of Monroe which shall elect to participate, one (1) voting member shall be appointed for each 100,000 or major fraction of the total population of that county (as determined by the last federal decennial or federal county-wide special census), with a minimum of one (1) voting member to represent each county outside the County of Monroe so electing to participate. All voting members shall be residents of the area from which they are nominated and no individual shall be eligible to serve as a voting member while serving in any elected office.

2.2.2. Non-Voting Member

There shall be one non-voting member of the Board of Commissioners who shall be recommended to the Governor by the labor organization representing the plurality of the employees of the Authority and its subsidiaries who are represented by labor organizations. The non-voting member must be a resident of the Rochester-Genesee regional transportation district as described in Section 1299-cc of the New York Public Authorities Law. If at any time during the term of appointment the non-voting member ceases to be affiliated with the labor organization representing the plurality of the employees of the authority and its subsidiaries who are represented by labor organizations, then such labor organization may at any time during such term recommend a new non-voting member to the Governor who, if appointed by the Governor, shall serve the remainder of the term. If the local bargaining unit decertifies its existing union affiliation and certifies a new union, the union which represents the plurality of the employees of the authority and its subsidiaries who are represented by labor organizations may recommend a new member to the Governor who, if appointed by the Governor, shall serve the remainder of the term. The Chair, at his or her discretion, may exclude such non-voting member from attending any portion of a meeting of the Authority or of any committee of the Authority held for the purpose of discussing negotiations with labor organizations, pending litigation involving the labor organization, or the investigation, evaluation, or discipline of an employee. The non-voting member shall not be considered in determining a quorum. The non-voting member shall not be permitted to make or second a motion.

2.3. Vacancies

Upon the expiration of the term of a commissioner, a successor shall be appointed by the Governor for a five (5) year term commencing upon the expiration of the term of his or her predecessor. In the event that a vacancy shall occur by reason of the resignation, death, disqualification or removal of a commissioner, or otherwise, a successor shall be appointed by the Governor for the remainder of the unexpired term. Any voting commissioner succeeding another commissioner (for the remainder of an unexpired term or upon the expiration of the prior term) shall be appointed from the same county or city, as applicable, as his or her predecessor. The foregoing notwithstanding, in the event that, as a result of any updated federal decennial or federal county-wide special census, (i) fewer commissioners are to be appointed from a particular county than were previously appointed, vacancies in commissionerships from

that county shall not be filled if doing so would result in more commissioners from that county serving than the more recent census permits, or (ii) additional commissioners are to be appointed from a particular county, such additional positions shall be deemed “vacancies” under this Section 2.3 and shall be filled as provided herein.

2.4. Resignation and Removal

Any commissioner may resign at any time by delivering a written resignation to the Secretary, such resignation to specify the effective date of resignation. If no effective date is specified, such resignation shall be deemed effective upon receipt by the Secretary. The Governor may remove any commissioner from office for inefficiency, neglect of duty or misconduct in office, including without limitation by reason of said commissioner repeatedly failing to attend meetings of the Board of Commissioners, after giving him or her a copy of the charges against him or her and an opportunity to be heard upon not less than ten (10) days’ notice.

2.5. Annual Meeting

The annual meeting of the Board of Commissioners of the Authority, for the purpose of the election of officers and to conduct such other business as may lawfully come before the meeting, shall be held on such date and at such time during the first six (6) months of the fiscal year of the Authority, or on such other date as may be designated by the Board of Commissioners.

2.6. Other Meetings

Regular meetings of the Board of Commissioners shall be held at such times as the Board of Commissioners may from time to time determine. Special meetings of the Board of Commissioners may be held at any time, upon request by the Chair of the Board, the Chief Executive Officer or at least one-third (1/3) of the voting commissioners.

2.7. Place of Meetings

Annual, regular, and special meetings of the Board of Commissioners shall be held at the principal office of the Authority or at such other place, within or without the State of New York, as the Board of Commissioners may from time to time determine.

2.8. Notice of Meeting

Notice of the place, date and time of every annual, regular and special meeting shall be given to each commissioner by (i) delivering written notice to him or her personally at his or her residence or usual place of business, at least twenty-four (24) hours before the meeting, or (ii) mailing the same to each commissioner, postage prepaid and addressed to him or her at the last known mailing address according to the records of the Authority, at least three (3) business days before the meeting. Notice of any special meeting shall state the purpose of such meeting, and no business other than as stated in the notice shall be transacted at such special meeting unless every commissioner is present at such special meeting and agrees to consider matters other than those specifically provided for in the notice of such meeting. No notice of any adjourned meeting of the Board of Commissioners need be given other than by announcement at the meeting, subject to the provisions of Section 2.9.

2.9. Waiver of Notice

Notice of a meeting need not be given to any commissioner who submits a signed written waiver thereof, whether before, during or after the meeting, nor to any commissioner who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

2.10. Quorum

A majority of the whole number of votes of all commissioners of the Authority then in office shall constitute a quorum for the transaction of business at each meeting of the Board of Commissioners or the exercise of any power of the Authority.

2.11. Voting

Subject to the provisions of the Rochester-Genesee Regional Transportation Authority Act (Public Authorities Law §§1299-aa, et seq.), for the transaction of any business or the exercise of any power of the Authority, the Board of Commissioners shall have power to act by a majority vote of the voting commissioners present at any meeting at which a quorum is in attendance.

The commissioners may not vote by written proxy.

2.11.1. Number of Votes

Each voting commissioner shall have one (1) vote for each 35,000 or major fraction thereof of the population of the county or city, as applicable, from which he or she is appointed (based upon the results of the last federal decennial or federal county-wide special census) divided by the total number of voting commissioners appointed from such county or city, provided that the minimum number of votes each voting commissioner shall have, regardless of population, is one (1). The votes of all voting commissioners shall be calculated with fractions being rounded to the nearest whole number. The population of a county for the purposes of this provision is the total population of such county less the population of any city which is entitled to have voting members appointed on the Authority.

2.12. Action Without a Meeting

Subject to the requirements of New York Public Officers Law Section 100 et seq., to the extent applicable, any action required or permitted to be taken by the Board of Commissioners or any committee thereof at a duly held meeting may be taken without a meeting if all voting members of the Board of Commissioners or said committee consent in writing to the adoption of a resolution authorizing the action.

Such resolution and the written consents thereto by the voting members of the Board of Commissioners or the committee shall be filed with the minutes of the proceedings of the Board of Commissioners or the committee.

2.13. Participation by Conference Communication Equipment

Any one or more members of the Board of Commissioners or any committee thereof may participate in a meeting of the Board of Commissioners or said committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear and/or see each other at the same time.

However, except to the extent permitted by New York Public Officers Law Section 100, a voting commissioner participating by such means shall not be considered for determining whether a quorum exists and the vote of any such voting commissioner shall not be considered when his/her vote would either cause a matter to be adopted, cause a matter not to be adopted, or cause a tie vote.

2.14. Compensation

The commissioners of the Authority, including the Chair of the Board, shall not receive a salary or other compensation when rendering service as a commissioner of the Authority or as a commissioner or director of any one or more of the Authority's subsidiary corporations, but the commissioners shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their official duties.

The Board of Commissioners shall establish policies related to the qualifications, duties, payment of salaries and other compensation, and the time and attendance requirements for all executive employees of the Authority.

2.15. Committees

The Board of Commissioners shall establish a Governance Committee, an Audit Committee, a Compensation Committee, and a Finance/Investment Committee each to consist of three (3) or more voting commissioners appointed by the Board of Commissioners as the Board of Commissioners may from time to time determine.

Each committee shall perform such duties and have such powers as set forth in their respective committee charters adopted by the Board of Commissioners or otherwise as prescribed or designated by the Board of Commissioners.

The Board of Commissioners may, in its discretion, establish such other committee(s), to consist of one (1) or more voting commissioners appointed by the Board of Commissioners as the Board of Commissioners may from time to time determine. Such other committees shall have those powers and duties conferred upon them by the Board of Commissioners consistent with the terms of these By-Laws.

In the absence, or upon the disqualification, of any member of any committee, the members thereof present at any meeting may appoint a voting member of the Board of Commissioners previously designated by the Board of Commissioners as a committee alternate to act in place of such absent or disqualified voting member.

The Board of Commissioners shall have the power at any time to change the membership of any committee and to fill vacancies in such committee, but only voting members shall be eligible to serve on committees.

The Board of Commissioners shall have the power at any time to dissolve any committee other than the Governance Committee, the Audit Committee, and the Finance/Investment Committee.

Each committee may make rules consistent with its committee charter and other rules prescribed by the Board of Commissioners for the conduct of its business, and may appoint such sub-committees, advisors and assistants as may from time to time be necessary or appropriate, unless the Board of Commissioners shall provide otherwise.

A majority of the members of the committee shall constitute a quorum.

ARTICLE 3 - OFFICERS

3.1. Election of Officers

The Board of Commissioners, at the Annual Meeting or at any duly held meeting of the Board of Commissioners, shall select from among the voting commissioners a Chair of the Board, a Vice Chair, a Secretary, a Treasurer and such other officers as the commissioners may deem necessary. Each such officer shall serve at the pleasure of the Board of Commissioners or until his or her successor shall have been duly elected or appointed and qualifies, or until he or she shall have resigned, shall have died or shall have been removed or disqualified. Any vacancies in the above offices shall be filled by the Board of Commissioners. In the event of a vacancy in the office of Chair, the Board shall, at either its next regularly scheduled meeting or at a Special Meeting called for that purpose pursuant to Section 2.6, develop a process for the election of a new Chair. In addition, the Board of Commissioners shall appoint a Chief Executive Officer, who shall act as the general manager of the Authority and who shall serve at the pleasure of the Board of Commissioners. The Chief Executive Officer may not be a commissioner of the Authority. The Chief Executive Officer may, upon prior written notice to the Board of Commissioners, appoint a financial officer to act as the chief accountant and fiscal officer of the Authority, and such other officers as may be required for the performance of the Authority's duties, each of whom shall serve at the pleasure of the Chief Executive Officer.

3.2. Resignation and Removal

Any officer of the Authority may resign at any time by delivering a written resignation to the Secretary or the Chair of the Board, such resignation to specify the effective date of resignation. If no effective date is specified, such resignation shall be deemed effective upon receipt by the Secretary or the Chair of the Board. Any officer of the Authority appointed by the Board of Commissioners may be removed with or without cause by a vote of the majority of the Board of Commissioners then in office at a duly called meeting whenever in its judgment the best interests of the Authority will be served thereby. Any officer of the Authority appointed by the Chief Executive Officer may be removed with or without cause by the Chief Executive Officer whenever in his or her judgment the best interests of the Authority will be served thereby.

3.3. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Commissioners. The responsibilities of the Chair of the Board shall include leading the oversight role of the Board of Commissioners, approving the agenda for the Board of Commissioners, overseeing the flow of information to the Board of Commissioners, overseeing the work of the committees of the Board of Commissioners, serving as the primary liaison between the Chief Executive Officer (and other officers of the Authority) and the Board of Commissioners, and such other responsibilities and duties as the Board of Commissioners may direct. The Chair of the Board shall not be a member of the management group of, or an employee of, the Authority.

3.4. Vice-Chair of the Board

During the absence, disability, or vacancy of the Chair of the Board, the Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair of the Board, and shall perform such other duties as the Board of Commissioners shall prescribe or designate.

3.5. Secretary

The Secretary shall see that all votes and full minutes of all meetings of the Board of Commissioners are recorded and kept in books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. The Secretary shall be the custodian of the records and of the seal of the Authority, and shall have such other powers and duties as may be properly designated by the Board of Commissioners.

The Board of Commissioners may appoint one or more Assistant Secretaries who, during the absence, disability, or vacancy of the Secretary, shall have all of the powers and perform all of the duties of that office. During the absence, disability, or vacancy of both the Chair of the Board and the Vice-Chair of the Board, the Secretary shall have all the powers and perform all the duties of the Chair of the Board, and shall perform such other duties as the Board of Commissioners shall prescribe or designate.

3.6. Treasurer

The Treasurer shall be responsible for the financial affairs of the Authority, consistent with the powers and duties prescribed by the Board of Commissioners. The Treasurer shall have such other powers and duties as may be properly designated by the Board of Commissioners and may delegate any of the powers and duties of the office to the chief financial officer of the Authority or to one or more Assistant Treasurers who may be appointed by the Board of Commissioners and who, during the absence, disability, or vacancy of the Treasurer, shall have all of the powers and perform all of the duties of that office. During the absence, disability, or vacancy of the Chair of the Board, the Vice-Chair of the Board and the Secretary, the Treasurer shall have all the powers and perform all the duties of the Chair of the Board, and shall perform such other duties as the Board of Commissioners shall prescribe or designate.

3.7. Chief Executive Officer

Subject to oversight by the Board of Commissioners, the Chief Executive Officer shall serve as the general manager of the Authority and be responsible for the day-to-day management of the affairs and business of the Authority. The Chief Executive Officer shall have the power to do all things and execute all documents and instruments necessary, convenient or desirable to carry out the purposes of the Authority and exercise the powers of the Authority, including without limitation the power to designate one or more other officers of the Authority to execute documents and instruments on behalf of the Authority, and shall perform such other duties and have such other powers as the Board of Commissioners shall prescribe or designate from time to time.

ARTICLE 4 - DEFENSE AND INDEMNIFICATION

The Authority shall, in the manner and to the maximum extent permitted by the Public Officers Law of the State of New York, as amended from time to time, or any other applicable law, (a) provide for the defense of any commissioner, officer or employee of the Authority in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while such individual was acting within the scope of his or her public employment or duties on behalf of the Authority, unless such action or proceeding is brought by or at the request of the Authority, and (b) indemnify and hold harmless any commissioner, officer or employee of the Authority in the amount of any judgment obtained against such individual 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 such individual was acting within the scope of his or her public employment or duties on behalf of the Authority. The Authority may purchase insurance from any insurance company created by or under the laws of the State of New York, or authorized by law to transact business in the State of New York, against any liability imposed by the provisions of this Article 4.

ARTICLE 5 - AMENDMENTS

The Board of Commissioners shall have the power to adopt, amend, or repeal the By-Laws of the Authority at any duly called meeting by a vote of not less than a majority of the whole number of votes of the Board of Commissioners then in office.