

**BY-LAWS  
METROPOLITAN TRANSPORTATION AUTHORITY**

**ARTICLE 1. OFFICES**

The principal office of the Authority shall be located in the City of New York, County of New York. The Authority may have such other offices as the board may designate or as the business of the Authority may require from time to time.

**ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Authority shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Authority ("the board" or "the board of the Authority") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** A regular meeting of the board shall be held without other notice than these by-laws at 9:30 A.M. on the fourth Wednesday of each month, except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his absence or in case of his disability, a vice chairman. In addition, a Special Meeting of the board shall be called by the secretary or in his absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting, addressed to the respective members at such address as each member notifies the Authority is his official address for the receipt of such notices, and shall be deposited in the post office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Authority then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding

the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of members of the board then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority. Those voting members of the board from Dutchess, Orange, Putnam and Rockland counties shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 11 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Authority, the Authority shall have power to act by a majority of the members of the board present and voting at any meeting at which a quorum is in attendance. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence in person at a meeting.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members, each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman, the executive director and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Executive Director.** On recommendation of the chairman, the board shall appoint an executive director who shall be responsible for discharge of the executive and administrative functions and powers of the Authority, including the administration and the day-to-day operations of the Authority, and who shall not be a member of the Authority

**Section 11. Quorum, Voting and Committee Membership for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The voting members of the board from Dutchess, Orange, Putnam and Rockland counties shall be considered to be a single member. For the purposes of determining a quorum, the single voting member of the board constituting the members from Dutchess, Orange, Putnam and Rockland counties shall be considered present if one or more members is present.

(b) The single collective vote of the members from Dutchess, Orange, Putnam and Rockland counties shall be determined as follows:

(i) if at least three members of the board from Dutchess, Orange, Putnam and Rockland counties are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one member(s) of the board from Dutchess, Orange, Putnam and Rockland counties are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

**ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Authority shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, a counsel, deputy executive directors (the number and exact designation thereof and the separate functions to be determined by the executive director), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director shall be appointed by the board on the recommendation of the chairman and shall serve at its pleasure. The deputy executive directors, the counsel, and the secretary shall be appointed by the executive director and shall serve at his or her pleasure. Such other officers as may be deemed necessary may be provided for by resolution of the board, but they shall be appointed by the executive director, and each shall serve at his or her pleasure.

**Section 2. Chairman.** The chairman shall preside at all meetings of the board and is primarily responsible for providing leadership to the Authority and the board as it oversees the management of the Authority and, with the assistance of the executive director, for coordinating the development and approval by the board of a long term-strategy for the Authority's operations. The chairman may delegate any or all of his powers to the vice-chairman. In the event of a tie, the chairman may cast an additional vote.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, the vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman.

**Section 4. The Executive Director.** The executive director shall have the powers, duties and functions enumerated by law and in Article II, Section 10, of these By-laws.

**Section 5. The Agency Presidents.** The presidents of the subsidiary and affiliate agencies of the Authority are primarily responsible for the general management and operation of their agencies.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Authority, see to it that the seal of the Authority is affixed to all documents the execution of which on behalf of the Authority under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The executive director may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman and the executive director for those officers and employees appointed by them shall at all times be within the amounts budgeted therefor by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of

money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the board may select.

#### **ARTICLE V. FISCAL YEAR**

The fiscal year of the Authority shall begin on the first day of January and end on the thirty-first day of December in each year.

#### **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Authority and the words "Corporate Seal."

#### **ARTICLE VII. INDEMNIFICATION**

The Authority shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Authority or of a subsidiary of the Authority against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Authority or of a subsidiary of the Authority, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Authority or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Authority employees or employees of a subsidiary of the Authority. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Authority or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Authority or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Authority or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Authority of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Authority as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in the making of such defense; and (d) an agreement that the Authority may enter into a settlement on behalf of the member, officer or employee. If the Authority or its designee determines that the

defense shall not be provided by counsel for the Authority because of a conflict of interests or other grounds warranting separate counsel, the employee may select another attorney and the Authority shall pay reasonable attorney's fees and expenses incurred by or on behalf of an employee represented by outside counsel. The Authority's payment of such fees and expenses may be conditioned upon an employee's agreement that more than one employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of such Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

#### **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

**Amended April 2006**