

Amended June 27, 2002
Amended November 15, 2012

NEW YORK STATE BRIDGE AUTHORITY BYLAWS

ARTICLE I OFFICES

Section 1. Headquarters. The principal office and headquarters of the corporation shall be at the Mid-Hudson Bridge Plaza in Highland, New York. Except as otherwise specified by resolution of the Board, all books and records of the corporation shall be maintained at the principal office.

Section 2. Other Offices. The corporation may have other offices at such place or places as the Board may from time to time designate.

ARTICLE II MEETINGS OF THE BOARD AND QUORUM

Section 1. Annual Meeting. An annual meeting of the Board shall be held between the 15th day of April and the 31st day of May of each year at the principal office of the Authority, or at such other time and place as may be designated by the Board on at least five days notice. At such meeting, the Board shall elect officers and transact such other business as is within the power of the Board.

Section 2. Regular Meetings. Regular meetings of the Board may be held without notice at such places and times as shall be determined from time to time by resolution of the Board.

Section 3. Special Meetings. Special meetings of the Board for any purpose or purposes may be called on at least one day's notice by the Chair, and shall be called on at least one day's notice by the Chair, Vice-Chair or Secretary at the request in writing of a majority of the Board.

Section 4. Quorum. A majority of the members of the full Board present in person shall constitute a quorum for the transaction of business. If at any meeting of the Board, there shall be less than a quorum present, a majority of those present may, without further notice, adjourn the meeting from time to time until a quorum shall attend, but no business shall be transacted at any such adjourned meeting except such as might have been lawfully transacted had the meeting not been adjourned. Except as otherwise provided in the Bylaws, any act of at least *four (4)* members present at a meeting at which there is a quorum shall be the act of the Board.

Section 5. Notice and Waiver of Notice. Notice of any meeting, stating the place and time thereof, shall be given by the Secretary or Assistant Secretary to each member of the Board. Whenever notice of meeting is required by the Bylaws to be given, it shall be construed to mean personal notice given by telephone or telegram, or notice given in writing by depositing the same in a United States post office or letter box, in a sealed post-paid wrapper addressed to the person entitled thereto at his or her address as the same appears on the books of the corporation and such notice shall be deemed to have been given on the day of such mailing, provided however, that any notice of three days or less must be given by telephone or telegram.

Whenever notice of any meeting shall have been waived in writing by all of the members, no notice thereof shall be required; and a waiver of notice for any meeting signed by any member, shall be equivalent for all purposes to due notice of such meeting to the member so signing. Whenever all the members shall attend a meeting, such meeting shall be valid for all purposes, without call or notice, and at such meeting any and all business may be transacted.

Notice shall also be given to the news media and the public as required by Section 104 of the Public Officers Law.

Section 6. Electronic Participation. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a videoconference or similar communications equipment allowing all persons participating in the meeting to hear and observe each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III OFFICERS

Section 1. Officers. The Board at its annual meeting shall elect from its number a Chair and Vice-Chair. It shall also elect a Secretary, Assistant Secretary, Treasurer and General Counsel who need not be members of the Board. Each officer shall hold office at the pleasure of the Board and until his or her successor shall have been duly elected and qualified. The term of office shall be one year unless he or she shall have died, resigned, been removed or replaced prior to the expiration of said one-year period. Any vacancy in any of the above offices shall be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 2. Chair. The Chair shall be the executive officer of the corporation and shall preside at all meetings of the Board at which he shall be present. The Chair shall see that all orders and resolutions of the Board are carried into effect and shall perform all duties, as from time to time, may be assigned to the Chair by the Board.

Section 3. Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair, or in the case of a vacancy in the office of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as may be assigned to the Vice-Chair by the Board.

Section 4. Secretary. The Secretary shall attend the meetings of the Board and keep the minutes of the meetings in books provided for the purpose. The Secretary shall give or cause to be given notice of the meetings of the Board required by the Bylaws. The Secretary shall be the custodian of the records and of the corporate seal of the corporation and shall see that the corporate seal is affixed to all instruments requiring it, the execution of which, on behalf of the corporation, is duly authorized, and when so affixed may attest the same. The Secretary shall have authority to cause copies to be made of minutes or other records or papers of the corporation and certificates under seal of the corporation to the effect that such copies are true copies thereof and shall perform such other duties as may be assigned to the Secretary by the Board.

Section 5. (Section Removed 11.15.12)

Section 6. Treasurer. The Treasurer shall perform such financial duties as shall be assigned from time to time by the Board.

Section 7. General Counsel. The General Counsel shall be the legal advisor to the Board and the Executive Director. The General Counsel shall provide information and advice on laws, regulations and judicial decisions, draft and examine agreements and contracts, and advise on all legal matters affecting the Authority.

ARTICLE IV OBLIGATIONS AND CONTRACTS

Section 1. Obligations and Contracts. All bonds, notes or other evidences of indebtedness issued in the name of the corporation, and all contracts or other instruments imposing liability on the corporation shall be signed by such officer or officers or agent or agents of the corporation, and in such manner, as shall be determined from time to time by the Board.

ARTICLE V ADMINISTRATION

Section 1. Executive Director. The Board shall appoint an Executive Director who shall be responsible for the administrative management of the business of the Authority, subject to the direction of the Board. The Executive Director shall attend all meetings of the Board, preside at meetings of the staff and shall be a member of all committees of the Authority.

Section 2. Deputy Executive Director. The Board may appoint a Deputy Executive Director who, in the absence of the Executive Director or in the case of a vacancy in the office of the Executive Director, shall perform the duties and exercise the powers of the Executive Director.

Section 3. Other Offices. The Board (1) may, by resolution, create other senior management offices and designate the duties and powers thereof and (2) may reserve the power to confirm the filling of such offices by resolution.

ARTICLE VI SEAL

Section 1. The official seal of the Authority shall be a circular design bearing the words "New York State Bridge Authority, A.D. 1932" around the circumference thereof and the words "Corporate Seal" in the center. The Secretary shall be custodian of the seal.

ARTICLE VII INDEMNIFICATION

New York State Bridge Authority shall indemnify any member of its Board or any officer of the Authority who is made a party to an action or proceeding by reason of the fact that he or she was a member of the Board or an officer, in connection with any official action taken by such member or officer against judgments, amounts paid in settlement with the consent of the New York State Bridge Authority, and reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such person acted in good faith, for a purpose which he reasonably believed to be in the best interests of the New York State Bridge Authority and, in addition, had no reasonable cause to believe that his or her conduct was unlawful or improper. This indemnification is intended to conform to Section 18 of the Public Officers Law and to apply to all Authority members, officers and employees.

ARTICLE VIII AMENDMENTS

The Bylaws may be altered, amended or repealed, or new Bylaws may be made, by resolution of the Board. Such resolution, unless adopted by the unanimous vote of all the members of the Board upon submission, shall after submission, be laid on the table until the next succeeding meeting of the Board when it shall become effective upon adoption by the Board. In the event that such next meeting is a special meeting, notice thereof shall state the substance of the proposed alternation or amendment, or of the new Bylaws, or that it is proposed that the Bylaws be repealed.