

**BY-LAWS OF
THE OGDENSBURG BRIDGE AND PORT AUTHORITY
ST. LAWRENCE COUNTY, STATE OF NEW YORK**

CORRECTED TO AUGUST 10, 2016

ARTICLE I

OFFICES

A. The principal office of the Ogdensburg Bridge and Port Authority shall be in the Bridge Administration Building, One Bridge Plaza, in the City of Ogdensburg, St. Lawrence County, State of New York.

B. Except as otherwise required by resolution by the Board, or as the business of the Ogdensburg Bridge and Port Authority, St. Lawrence County, State of New York, may require, all of the books and records of the Ogdensburg Bridge and Port Authority shall be kept at the office designated above.

C. The Board may at any time change, amend, delete items, or add items to the By-Laws of the Ogdensburg Bridge and Port Authority.

ARTICLE II

MEETINGS OF THE BOARD AND A QUORUM

A. Regular meetings of the Board shall be held at a time and place to be specified by a majority of the Board from time to time. Public notice of the time and place of a meeting scheduled at least one week prior thereto shall be given to the news media and shall be conspicuously posted in one or more designated public locations at least seventy-two (72) hours before each meeting. The designation is the bulletin board on the wall outside the Authority

Board Room. The Board shall hold an annual meeting during the month of January, each year, at which meeting the Board shall elect officers of the Ogdensburg Bridge and Port Authority, the Authority's Attorney, official news media for posting, all Authority business banks, and any other Authority business for the ensuing year.

B. Special meetings of the Board may be called at any time by the Chairperson, in his/ her absence from St. Lawrence County, New York, or incapacity, by the Vice Chairperson, or on request of any two members a special meeting may be called. Notice of each special meeting specifying the time and place of the meeting, shall be given to members by e-mail and telephone, or in person at least seventy-two (72) hours, in advance of the meeting. Unless otherwise specified in the notice thereof, any and all business may be transacted at any special meeting. Notice of a special meeting may be waived in writing by any member of the Board, such waiver or waivers shall be included in the minutes of such special meeting, and may be in the following form:

“The undersigned hereby waives notice of a special meeting of the Board of the Ogdensburg Bridge and Port Authority, St. Lawrence County, State of New York, to be held at _____ on the _____ day of _____, 20___, at the hour of _____ o'clock ____ and hereby consents to the transaction of any and all business that may come before the Board at such meeting.”

Dated this _____ day of _____, 20__.

Public notice of the time and place of every meeting shall be given, to the extent practicable, to the news media and shall be conspicuously posted in one or more designated public locations at a reasonable time prior thereto.

C. Robert's Rules of Order as modified by these By-Laws are adopted and accepted by the Board as its format of Parliamentary rules. At all meetings of the Board, four (4) Board Members shall be necessary to constitute a quorum and shall be sufficient for the transaction of business.

D. All Board Members participating at a duly called regular or special meeting shall be entitled to vote.

E. Board Members may be allowed to participate in Board Meetings by means of video conferencing if the Authority's equipment can accommodate the number of requests made for this means of participation in a Board Meeting. Any Board Member participating in a Board Meeting by video conference shall be entitled to vote on any action taken during the meeting. Public Notice shall be provided consistent with Open Meetings Law.

F. At all meetings of the Board, the following order of business shall be observed, so far as consistent with the purpose of the meeting:

1. Meeting Called to Order by the Chairperson;
2. Approval of the Minutes of the Preceding Meeting;
3. Election of Officers (if required);
4. Letters & Communications to the Board;
5. Comments Regarding Agenda Items by Citizens;
6. Reports of Officers, Committees, and Counsel (if required);
7. Unfinished Business;
8. New Business;
9. Concluding Comments from Citizen, Board Members and/or Authority Staff.

ARTICLE III

OFFICERS

A. The officers of the Ogdensburg Bridge and Port Authority shall be a Chairperson, Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. The officers first holding such offices shall continue therein until the qualification of their successors or the election of their successors at the first Annual Meeting. On said day and at the Annual Meeting of the Ogdensburg Bridge and Port Authority in each year thereafter, persons shall be elected to fill such offices, to hold office for the term of one year from the day of election and until their successors shall respectively be chosen and qualify in their stead, unless the term of such officer expires by law prior thereto and in the event, to the date of expiration of such term. The officers shall be chosen from among the members of the Board,

Vacancies shall be filled for the unexpired balance of the term by the Governor of the State of New York. The Board of the Ogdensburg Bridge and Port Authority may also from time to time appoint such other officers, consultants, employees, and agents as it may require for the performance of its duties and shall by resolution or amendment of these By-Laws, designate their powers, duties, terms of office, compensation, and under whose supervision or direction they shall serve.

The Executive Director serves as the Chief Executive Officer of the Authority and is under contract to the Authority. The Executive Director may be appointed for a term longer than

one year, but such shall not exceed five years; provided, however, that the members of the Board shall evaluate the Executive Director's job performance at least annually during term.

ARTICLE IV

DUTIES OF THE OFFICERS

A. The Chairperson shall preside at all meetings, sign all official orders, and shall have the general supervision over the business and affairs of the Ogdensburg Bridge and Port Authority. The Chairperson shall, where required by statute, sign all vouchers and requisitions for payments upon the Comptroller of the State of New York or upon any other fiscal officers.

B. The Vice Chairperson shall perform the duties of the Chairperson, in the event the office of Chairperson is vacant, or in the event the Chairperson is unable to perform such duties by reason of illness, disability, or absence from St. Lawrence County.

C. The Secretary shall attend all meetings of the Board and act as Secretary thereof and record all votes and the minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall cause notice to be given of all meetings of the Board as required by law or by these By-Laws; shall keep in safe custody the seal and shall have authority to affix such seal to all papers authorized to be executed by the Board requiring such seal to be affixed. The Secretary shall have authority to cause copies to be made of all minutes and other records and documents of the Ogdensburg Bridge and Port Authority, and to give certificates under the seal of the Ogdensburg Bridge and Port Authority to the effect that such copies are true copies, and all persons dealing with the Ogdensburg Bridge and Port Authority may rely upon such certificates. The Secretary shall perform such duties as may from time to time be imposed upon them by the Board or the Chairperson.

1) The Assistant Secretary shall perform the duties of the Secretary in the event the office of Secretary is vacant, or in the event the Secretary is unable to perform such by reason of illness, disability, or absence from St. Lawrence County.

D. The Treasurer of the Ogdensburg Bridge and Port Authority shall perform all the duties commonly incident to the office of Treasurer and shall perform such other duties and have such other powers as the Board may from time to time designate. The Treasurer shall report in writing, at such time as the Board or the Chairperson may require, his/her transactions as Treasurer, the balance of money on hand and the outstanding obligations of the Ogdensburg Bridge and Port Authority and shall annually make a full report to the Board of the receipts and disbursements of the past year and of the financial conditions of the Ogdensburg Bridge and Port Authority. The Treasurer shall, before entering upon the performance of his/her duties, give bond or other security for the faithful discharge of his/her duties as required by law, and of a character and in an amount satisfactory to the Board of the Ogdensburg Bridge and Port Authority. The Treasurer shall have the assistance of qualified staff member(s) in the performance of these duties.

1) The Assistant Treasurer shall perform the duties of the Treasurer in the event the office is vacant, or in the event the Treasurer is unable to perform such duties by reason of illness, disability, or absence from St. Lawrence County.

E. The Executive Director shall, subject to the forgoing provisions and under the direction of the Chairperson and Ogdensburg Bridge and Port Authority Board, be the Chief Executive Officer in charge of all administration and operations of the Authority.

The Executive Director shall make final certification for payment of all duly authenticated and authorized items of expenditure for payment from any Authority funds from whatever source derived; whenever the Chairperson is required by statute to sign vouchers, payrolls, and/or requisitions; the Executive Director shall approve the same for submission to the Chairperson for his/her signature; and he shall sign all deeds of conveyance when authorized by resolution of the Board; and perform such other duties as are specified in these By-Laws or which may be required by the Board from time to time.

ARTICLE V

CORPORATE SEAL

A. The corporate seal of the Ogdensburg Bridge and Port Authority shall consist of the embossed impression of a circular metallic disc containing in the outer rim the words, “Ogdensburg Bridge and Port Authority, St. Lawrence County, State of New York” and in the center the word “Seal,” and an impression thereof shall be made upon the margin of the Minute Book where this Article may be recorded, and the same is hereby adopted as the official corporate seal of the Authority.

ARTICLE VI

BUDGET

Whenever reference in these By-Laws is made to a budget, it shall mean a budget approved or authorized by the Board. Whenever in these By-Laws a committee or officer is vested with powers or discretion by reason of a budget item, such committee or officer shall also have the same powers and discretion in any case where the Board approves or authorizes an expenditure of a specified amount (or of an approximate sum or of an amount not to exceed a

specified sum) for a specified purpose, by resolution or otherwise, or in any case where the Board approves or ratifies expressly ~~or by implication~~ any action taken by any committee either recommending that the Board approve or ratify such an expenditure for such a purpose, or authorizing such an expenditure for a purpose, subject to the approval of the Board.

ARTICLE VII

BOARD COMMITTEES

Committees will be formed by the Chairperson to work with staff on various business-related matters. The Committee will report to the full Board and advise the Chairperson and full Board of any recommendations regarding resolutions that come before the Board.

The Chairperson shall be a member of every committee. The Chairperson's attendance at a committee meeting shall be counted for the purposes of a quorum, and the Chairperson shall be entitled to vote on any action being taken by the committee.

The Executive Committee shall be a committee of the whole. Any officer may act as Chair of the Executive Committee. The purpose of the Executive Committee is to review special or time-sensitive projects brought forward by staff and recommend whether such projects shall be reviewed by the full board and shall include any other duties as directed by a majority of the Board.

The Chairperson may create special committees and shall appoint the membership. Such membership may include a minority of persons who are not Board members. Such members

shall not be empowered to vote. The members of each committee shall serve until December 31st of any year. The Chairperson shall be a member of all committees, with full voting rights.

Special Committee quorums shall consist of a majority of all Board members appointed to serve on the committee. No business shall be conducted without a quorum present. The Chairperson, if present, shall be counted in determining a quorum. Special Committee meetings shall be subject to all rules governing the scheduling and conduct of meetings as set forth above.

ARTICLE VIII

AMENDMENTS

- A. These By-Laws may be amended by resolution duly adopted at any meeting, regular or special meeting, provided that notice of intention to present such resolution shall be given at least seventy-two (72) hours in advance of the meeting at which the motion to adopt such resolution is made. Such notice shall be given by email and telephone and by mail.
- B. These By-Laws shall be reviewed every two years by the By-Laws Committee.