

**BY-LAWS
OF
GENESEE TRANSPORTATION COUNCIL**
Amended as of March 16, 2000

**ARTICLE I
THE COUNCIL**

Section 1. Name. The name of the Council is GENESEE TRANSPORTATION COUNCIL (hereinafter referred to as "Council").

Section 2. Offices. The principal office of the Council shall be in the County of Monroe, State of New York.

Section 3. Purposes. The Governor of the State of New York has designated the Council as the metropolitan planning organization for the Counties of Monroe, Genesee, Livingston, Ontario, Orleans, Wyoming, Seneca, Wayne and Yates in the State of New York (together, the "Region"). The Council shall have the purposes set forth in 23 U.S.C. 104(f), 134; the Code of Federal Regulations, Part VI, Vol. 48, Part 450, subpart C; and other relevant federal and New York State laws and rules, as amended from time to time, including responsibilities for cooperatively carrying out transportation planning (including corridor and subarea studies) and programming in the Region; coordinating the formal actions of governmental bodies at the local, regional, state and federal levels for the implementation of transportation policies, plans and programs; development and adoption of a regional plan for transportation improvements; and the biannual development of a multi-year program of projects to be funded with available federal assistance in accordance with that plan.

ARTICLE II
MEMBERSHIP

Section 1. Composition. The Council shall include the following Members, all of whom shall serve *ex officio*:

Voting Members:*

Chairman, Genesee County Legislature
Chairman, Livingston County Board of Supervisors
President, Monroe County Legislature
County Executive, Monroe County
Chairman, Monroe County Planning Board
At-Large Designee of the Monroe County Executive
At-Large Designee of the Monroe County Executive
President, Monroe County Association of Town Supervisors
Chairman, Ontario County Board of Supervisors
Chairman, Orleans County Legislature
Chairman, Seneca County Board of Supervisors
Chairman, Wayne County Board of Supervisors
Chairman, Yates County Legislature
Chairman, Wyoming County Board of Supervisors
Mayor of the City of Rochester
President, Rochester City Council
Chairman, Rochester City Planning Commission
At-Large Designee of Mayor of Rochester
Chairman, Genesee-Finger Lakes Regional Planning Council
Chairman, Rochester-Genesee Regional Transportation Authority
Commissioner, New York State Economic Development Corp.
Commissioner, New York State Department of Environmental Conservation
Commissioner, New York State Department of Transportation
Executive Director, New York State Thruway Authority

Non-Voting Members:*

Regional Director, New York State Dept. of Transportation, Region IV (Secretary)
Designee of Federal Aviation Administration
Designee of Federal Highway Administration
Designee of Federal Transportation Administration

* But see Article II, Section 1, below.

Terms of all Members shall be coterminous with their holding of the specified offices. The Secretary shall keep a list of all current appointments to the Council. At-large members shall serve one year terms commencing the date their appointment letter is received by the Secretary to the Council.

Any Member may designate an Alternate who shall represent him/her at any or all meetings of the Council. Such designations shall be made by letter signed by the Member and delivered to the Chairman or the Secretary in advance of or at the first meeting attended by such Alternate, and shall continue in effect until revoked in writing by the Member.

Members who are absent or unrepresented by an Alternate at any two (2) consecutive Council meetings without a reason deemed valid in the sole discretion of the Chairman shall be made a Non-voting Member and shall have his/her voting privileges suspended until they are present or represented by an Alternate at a subsequent meeting, at which time by their presence they will be automatically restored to be a Voting Member. Non-voting Members will not be considered as Voting Members for purposes of determining a quorum or for any other purpose calling for a majority or other proportion in these Bylaws.

An At-Large designee or Alternate may resign at any time by giving written notice to the Council, the Chairman or the Secretary of the Council. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof to the Council or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Upon receipt of any resignation of an At-Large Member, the Secretary shall inform the designator of that position and request that a replacement Member be designated.

Section 2. Quarterly Meeting of Members. A regular quarterly meeting of the Council shall be held at such time and place as may be designated by the Chairman as stated in the notice of the meeting.

Section 3. Special Meetings of the Council. Special meetings of the Council for any purpose may be called by written notice by the Chairman and shall be called by the Chairman or by the Secretary of the Council within 10 days of receipt of a written request for such a meeting signed by any five (5) Members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purpose(s) stated in notice.

Section 4. Place of Meeting. All meetings of the Council shall be held at the principal office of the Council or at such other place or places within the State of New York as may be determined by Chairman or persons calling the meeting.

Section 5. Notice of Meeting and Waivers.

(a) Notice of each meeting of the Council shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is a regular quarterly meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by mail to all of the Members, not less than three (3) days before the meeting. If mailed, the formal notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Members at their address as they appear on the record of Members, or, if a Member shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice either before or after the meeting. The attendance of a Member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver notice by that Member.

Section 6. Quorum of Members.

(a) The presence of one-half of the Voting Members shall constitute a quorum for the transaction of business at any regular or special meeting of the Council.

(b) A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Formal notice of the adjournment need not be given to Members who were absent at the time of the adjournment.

Section 7. Action by the Members. A duly passed resolution of the Council on any matter properly brought before the Members shall be the act of the Council, provided a quorum is present.

(a) Each Member shall be entitled to one (1) vote on each matter properly submitted to the Members for action at any meeting of the Board. Unless otherwise required by law or provided in these By-laws, the vote of a majority of Members present at the time of the vote at a duly convened meeting, provided that a quorum shall then be present, shall be the act of the Council.

(b) At the discretion of the Chairman, any one or more members of the Council, or of any committee thereof, may participate in a meeting of such Council or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time, provided that (i) there must be a quorum of members physically present in the meeting room, and (ii) any member participating by conference telephone may not vote on matters before the Council.

Section 8. Rights of Members. The Members shall not have any rights or interests in or to the property or assets of the Council. No Member shall have the right to represent or in any manner bind or contractually obligate the Council except as specifically authorized, in advance, in writing, by the Council or as otherwise authorized herein.

Section 9. Minutes. The Executive Secretary or his or her designee shall maintain complete and accurate minutes of each Council meeting and of the affairs and activities of the Council and staff. Said minutes shall be maintained in the permanent records of the Council.

Section 10. Compensation. No Member of the Council shall receive, directly or indirectly, any salary, compensation or emolument from Council in his or her role as a Member. Nothing herein contained shall be construed to preclude any Member from serving in any other capacity and receiving compensation therefor.

ARTICLE III OFFICERS

Section 1. Designation and Election of Officers. The officers of the Council shall be a Chairman, a Vice Chairman, and a Secretary. The Chairman and Vice Chairman shall be elected from among the Voting Members (but not Alternates) to serve two year terms. The Chairman and Vice Chairman shall be nominated by a Nominating Committee, which shall be designated by the Chairman at least 45 days prior to its first quarterly meeting of the calendar year (the “Annual Meeting”), and shall be elected by the Council at the Annual Meeting. Nominees shall be listed with the official notice of the Annual Meeting. Members may nominate additional candidates at the Annual Meeting. The Secretary shall be the Regional Director of the New York State Department of Transportation or such other person designated by the Commissioner of the Department. Except

when an officer resigns, is removed, dies or becomes disabled, officers shall hold office until the next Annual Meeting and until their successors shall have been duly elected and qualified. If an officer ceases to be a Voting Member of the Council, he/she shall be automatically deemed to have resigned from the office held. Officers may not designate alternates to serve in their stead. The office of Chairman may not be held for more than two (2) consecutive full year terms. The Chairman or Vice Chairman may be removed by a majority of the Council at any time, with or without cause. Except as otherwise provided in the By-laws, any vacancy occurring in said offices may be filled by the Executive Committee. No two offices may be held by the same person.

Section 2. Duties.

(a) Chairman. The Chairman shall preside at all meetings of the Council, shall generally oversee that the affairs of the Council, its committees and its staff are performed in accordance with the direction of the Council, and shall perform such other duties as may be assigned to him from time to time by the Council or the Executive Committee. The Chairman or his designee(s) shall be the spokesman for the Council and shall represent the Council on all matters relating to the Council's planning activities, including but not limited to intergovernmental relations and public affairs.

(b) Vice Chairman. The Vice Chairman shall perform all duties and have the authority of the Chairman in his or her absence or inability to serve. The Vice Chairman shall perform such other duties as may be assigned to him from time to time by the Council or the Executive Committee.

(c) Secretary. The Secretary shall be responsible for ensuring the safekeeping of the official records of the Council and for oversight of the secretarial duties of the Executive Secretary to the Council. The Secretary shall perform such other duties as may be assigned to him from time to time by the Council or the Executive Committee. In the absence of the Chairman and the Vice Chairman, the Secretary shall act as chairman. In the event the offices of Chairman and Vice Chairman are vacant, the Secretary shall promptly convene the Executive Committee to elect new officers until the next Annual Meeting.

ARTICLE IV
COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Council Chairman, the Monroe County Executive, the Chairman of the Wayne County Board of Supervisors, the Chairman of the Ontario County Board of Supervisors, the Chairman of the Livingston County Board of Supervisors, the Mayor of the City of Rochester, the Chairman of the Rochester-Genesee Regional Transportation Authority, the Chairman of the Genesee-Finger Lakes Regional Planning Council and the Regional Director of the NYS Department of Transportation. Any member of the Executive Committee may designate an alternate. No member of the Executive Committee shall cast more than one vote, even if he/she serves on the Executive Committee in more than one capacity. The Chairman of the Council shall be the Chairman of the Executive Committee. The Executive Committee shall meet at the discretion of the Chairman upon at least 48 hours notice to each member, which may be delivered by telephone or facsimile transmission, or by mail postmarked at least 3 days prior to the date of the meeting. The Executive Committee shall assist the Chairman in the oversight and management of the planning activities and internal affairs of the Council.

Section 2. Planning Committee. The Planning Committee shall consist of one (1) designee of each Voting Member of the Council. Voting Members shall inform the Council of their designees by a letter addressed to the Chairman, Secretary or Executive Director. The Planning Committee shall be administered by the MPO Executive Director and shall be responsible for the supervision of all planning activities conducted by the Council's staff. The Planning Committee shall make recommendations to the Council for action regarding all planning and program work. Recommendations of the Planning Committee shall be by majority vote of those members present at any meeting. The Planning Committee shall ordinarily meet monthly, or as otherwise agreed by a majority of its members. Members of the Planning Committee shall serve at the discretion of their designating Voting Member, provided that absent written action of the Voting Member to the contrary, they shall serve terms of one year ending December 31 and shall continue in office until their successor has been appointed. The Chairman shall from time to time and with the advice of the members of the Planning Committee designate members of the Planning Committee to serve as its chairman and vice chairman, who shall serve at the pleasure of the Chairman and until their

successors have been appointed. The chairman of the Planning Committee may appoint one or more subcommittees from amongst the committee's members as he deems appropriate. The chairman of the Planning Committee may also from time to time constitute one or more citizens advisory groups to advise the committee on matters relating to transportation planning topics. Any such group shall be constituted and meet at the discretion of the Planning Committee chairman, with the advice and consent of the Executive Committee.

Section 3. Special Committees. Special Committees consisting of three (3) or more Members may be appointed by the Chairman, subject to the approval of the Executive Committee, for such special tasks as circumstances warrant.

ARTICLE V

STAFF

Section 1. Staff. An Executive Director shall be appointed by and serve at the discretion of the Chairman, upon the advice and consent of the Executive Committee. The Executive Director shall serve as the chief operating officer and Executive Secretary of the Council. As Executive Secretary he shall attend all meetings of the Council, record all votes and prepare minutes of meetings, give notice of all meetings as provided herein, keep in safe custody the books and records of the Council, and otherwise act as recording secretary to the Council. Other staff required to conduct the planning and other activities of the Council shall be appointed by the Executive Director with the advice and consent of the Chairman and Executive Committee. All staff shall be subject to the personnel policies of GTCS, Inc. as provided in that Memorandum of Understanding approved as of April 30, 1999 by and between GTCS, Inc. and the Council as amended from time to time.

ARTICLE VI

OPERATING YEAR; OPERATING PROCEDURES

The operating year of Council shall begin on the 1st day of January and end on the 31st day of December in each year. The Council's administrative affairs and operations shall be conducted in accordance and consistent with the bylaws of GTCS, Inc. as amended from time to time and that Memorandum of Understanding approved as of April 30, 1999 by and between the Council and the GTCS, Inc., a subsidiary of the Rochester-Genesee Regional Transportation Authority as amended from time to time.

ARTICLE VII

RULES OF ORDER AND BY-LAW CHANGES

Section 1. Rules of Order. Meetings of the Council shall be governed by Robert Rules of Order, except where they are inconsistent with the provisions of these By-laws or applicable New York laws. Meetings of the Council shall be held in accordance with the New York State Open Meetings Law, as amended. The regular order of business shall be:

- a. Public Forum
- b. Roll call and determination of quorum
- c. Approval of Minutes of the preceding meeting
- d. Communications and announcements
- e. Reports and action on old business
- f. New business
- g. Adjournment

Section 2. By-Law Changes. These By-laws supercede any prior bylaws, operating procedures or other internal written understandings of the Council pertaining to the subject matter herein and may be amended, repealed or adopted only by a two-thirds vote of the Members present at any quarterly or special meeting of the Members.