

BY-LAWS OF THE ALBANY PORT DISTRICT COMMISSION

Pursuant to the Commission contained in section 2 of the Albany Port District Commission (“Commission” or “APDC”) Enabling Legislation (“Act”) and section 2824 of the Public Authorities Law of the State of New York, the APDC hereby approves the following by-laws for the regulation of its activities.

ARTICLE I – MISSION

1. MISSION. The mission of the Commission, from section 4 of the Act:

Such commission shall have power over the survey, development, control and operation of port facilities and such facilities, operations or things as may be incidental or appurtenant thereto, within such port district, and the coordination of the same with existing or future agencies of transportation, with a view to the increase and efficiency of all such facilities and the furtherance of commerce and industries in the district.

2. NAME. The name of the Commission is the "Albany Port District Commission."
3. PRINCIPAL OFFICE. The principal office of the Commission shall be its office located at 106 Smith Boulevard, Albany, New York, 12202.
4. RECORDS. Except as otherwise determined by the Commission, all records of the APDC shall be kept at its principal office.
5. SEAL. The official seal of the Commission shall be in a design circular in form bearing the words: "ALBANY PORT DISTRICT COMMISSION, NEW YORK
CORPORATE SEAL"

ARTICLE II – MEMBERS and OFFICERS

1. MEMBERS. The number and term of Commission members and the appointment and filling vacancies shall be governed by section 2 of the Act. Members will continue to serve until removed or replaced in accordance with section 2 of the Act.
2. OFFICERS. The officers of the Commission shall be a Chairperson, Secretary, Treasurer, and such other officers as the Commission may determine from time to time. The officers shall have such duties, powers and functions as hereinafter provided and consistent with the Act or other provisions of law. All officers shall be elected by, and serve at the pleasure of, the members of the Commission in accordance with section 2 of the Act. Each officer of the Commission shall continue to hold office until his/her successor is appointed or elected and qualifies in his/her stead. If the term of a Commission member should be terminated, his/her term as an officer shall also terminate and at the regular meeting next succeeding such termination the members of the Commission shall elect from among their number a successor to such officer position.

ARTICLE III – DUTIES OF OFFICERS

1. **CHAIRPERSON.** The Chairperson shall preside at all meetings of the Commission. He/she shall sign and execute on behalf of the Commission all contracts, notes, bonds, trust indentures or other evidences of indebtedness when so authorized by the Commission (or delegate such duties to ADPC General Manager and/or other staff as appropriate), and shall perform such other duties as may be prescribed to him/her by law or by the Commission. The Chairperson shall submit to the Commission such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Commission.
2. **SECRETARY.** The Secretary shall direct the recording of all votes and direct the recording of the minutes of meetings of the Commission in a journal to be kept for that purpose; direct the serving of notices of all meetings when required; keep in safe custody the seal of the Commission and have power to affix such seal to all documents or other instruments as may be required; and perform all the duties as the Commission may designate.
3. **TREASURER.** The Treasurer shall direct the keeping of full and accurate and separate accounts of the various funds and money of the Commission. The Treasurer shall at reasonable times present his/her books and accounts to any member of the Commission and render a full financial report when required. He/she shall have such other powers and duties, as are conferred upon him/her by any special or general law.
4. **POWERS AND DUTIES.** The powers and duties of the Commission shall be governed by the Act and other applicable provisions of the Public Authorities Law. To implement these powers and duties, the Commission shall, among other things, oversee the APDC's General Manager and other management in the effective and ethical management of the APDC; understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the APDC; review and approve annually the policies and procedures governing the salary, compensation, reimbursements, benefits and time and attendance of the chief executive and management; and adopt other policies and procedures as detailed in section 2824 of Public Authorities Law. The officers of the Commission shall perform such other duties and functions, as may from time to time be required by the Commission, by the By-Laws of the Commission, or by the policies, rules and regulations of the Commission.
5. **COMPENSATION.** All officers who are also members of the Commission shall serve without compensation, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the performance of their official duties.
6. **ADDITIONAL PERSONNEL.** The Commission may appoint such other officers and employees as the Commission may require for the performance of its duties, and fix and determine their qualifications, duties and compensation. The Commission may also retain private consultants for professional and technical assistance and advice.
7. **BONDING OF OFFICERS.** The Treasurer, as provided in section 3 of the Act and such other officers as the Commission may require, shall execute bonds conditioned upon the faithful performance of the duties of their office, the amount and sufficiency of which shall be specified by the Commission and the premiums of which shall be paid by the Commission.

ARTICLE V – GENERAL PROVISIONS

1. **FISCAL YEAR.** The fiscal year of the Commission shall begin on the first day of January of each year.

2. **REGULAR MEETINGS.** Regular meetings of the Commission shall take place in the Commission office on the call of the Chairperson or by agreement of a majority of the members. Regular meetings may be adjourned to another time and place at the will of a majority of the members of the Commission present and voting at such meeting. The notice of such meeting shall be provided to each member of the Commission by hand delivery or mail received by each member at least twenty-four hours prior to the date of such meeting. Pursuant to Section 104 of the Public Officers Law, notice of such meeting shall be given to the public/media in advance via the website.
3. **QUORUM.** At all meetings of the Commission, a majority of the members of the Commission then in office shall constitute a quorum, and the vote of a majority of the members present and voting at a meeting of the Commission shall be deemed the act of the Commission. A majority of the members present whether or not a quorum is present may adjourn any meeting to another time and place.
4. **ORDER OF BUSINESS.** The order of business at regular Commission meetings shall normally be, subject to the Chairman’s discretion:
 - (a) Call to order - Determination of quorum
 - (b) Approval of previous meeting minutes
 - (c) Committee Meetings and/or Reports
 - (d) Business/Financial report
 - (e) New business
 - (g) Adjournment
5. **COMMITTEES.** The Commission shall have a Governance, Audit and Finance Committee. The purpose, composition, conduct of meetings, authority, and responsibility of each such Commission Committee shall be governed by the “Albany Port District Commission Committee Charter.”
6. **EXECUTION OF INSTRUMENTS.** All Commission instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or official or other person or persons as provided in these By-Laws or as the Commission may designate from time to time (e.g. as provided in Commission approved policies and procedures).

ARTICLE VI – AMENDMENTS

1. **AMENDMENTS TO BY-LAWS.** The By-Laws of the Commission may be amended with the approval of at least a majority of all of the members of the Commission at a regular or a special meeting. No such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Commission.