

By-Laws
International Bridge, Tunnel
and Turnpike Association, Inc.

Article I
Offices

The principal office of the Association shall be in the City of Dover, County of Kent, State of Delaware, and the name of the resident agent in charge thereof is United States Corporation Company.

The Association may, in addition to its principal office in the State of Delaware, establish and maintain an office or offices at such other places as the Board of Directors may from time to time deem necessary or desirable.

Article II
Membership

Section 1. Classes of Members. There shall be five classes of membership in the Association as follows:

[A] Active Members, consisting of (i) any agency, company, or other entity, authorized to develop, own or operate and maintain one or more toll bridge, tunnel, turnpike, ferry or similar toll facility where the toll is paid directly by the user in exchange for the use of the facility; and (ii) any association of such agencies, companies or other entities, the members of which associations are authorized to develop, own, or operate and maintain any such toll facility outside the North American Continent.

[B] Associate Members, consisting of any public agency, individual, corporation, partnership or other organization, not authorized to develop, own or operate and maintain a toll bridge, tunnel, turnpike, ferry or similar toll facility, but interested in the purposes and objectives of this Association;

[C] Sustaining Members, consisting of any Associate Member who may voluntarily elect to become a Sustaining Member by notification in writing to the Executive Director and payment of dues then applicable to

Sustaining Members;

[D] Honorary Members, consisting of any individual who has made an outstanding contribution in furtherance of the purposes and objects of this Association; and

[E] Life Honorary Members, consisting of any individual member who has performed continuously outstanding service to the Association for a period of ten (10) years or more.

Section 2. Election. Active Members, Associate Members, Sustaining Members and Honorary Members shall be elected to the Association by resolution of the Board of Directors. Life Honorary Members shall be elected to the Association by the membership on recommendation of the Board of Directors.

Section 3. Termination of Membership. The membership of any Active Member may be terminated at any time by the affirmative vote of two-thirds of the members of the Board of Directors. The membership of any Associate, Sustaining or Honorary Member may be terminated at any time by resolution of the Board of Directors. The membership of any Life Honorary Member may be terminated at any time by the membership of the Association upon recommendation of the Board of Directors.

Article III Annual and Special Meetings

Section 1. Annual Meetings. An Annual Meeting of the members for the election of Directors and for the transaction of any other business that may come before the meeting shall be held each calendar year at such time and place as shall be determined by the Board of Directors. Such annual meeting shall be general meetings, that is to say, open for transaction of any business within the powers of the Association without special notice of such business, except in any case in which special notice is required by law, by the Certificate of Incorporation, or by these By-laws.

Section 2. Special Meetings. Special Meetings of the members may be called by the President, and shall be called by the President, a Vice-President, or the Executive Director, at the request in writing of a majority of the Board of Directors, or of a majority of the Executive Committee, or of fifteen members having voting power. Such request shall state the purpose or purposes of the proposed meeting and no matters shall be considered at any special meeting of the members except those specifically set forth in the Notice of Meeting.

Section 3. Notice. Notice of all meetings stating the time and place, and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than thirty (30) days before the meeting.

Section 4. Proxies. At any meeting of the members, each member entitled to vote may vote either in person or by proxy, but no proxy shall be voted after one year from its date. No proxy shall be voted unless it is first filed with the Executive Director. In the event of a dispute as to the recognition of a proxy, such dispute shall be determined by majority vote of the Active members present.

Section 5. Quorum. At any annual or special meeting of members, fifteen Active Members, present in person or by proxy, shall constitute a quorum, except as otherwise provided by law, but if at any meeting of the members, there be less than a quorum present the members present at such meeting may, without further notice, adjourn the same 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.

Section 6. Rights. Members of all classes shall enjoy equal rights and privileges except that only Active Members shall be entitled to vote on Association matters and to make and second nominations and resolutions. Each Active Member shall be entitled to cast one vote on any matter submitted to a vote of the membership.

Section 7. Voting. All elections shall be had and all questions, except as otherwise provided by law or the Certificate of Incorporation or by these By-laws, shall be decided by a plurality vote of the Active Members present or represented at the meeting by proxy holder. Where a member is represented by more than one representative at a meeting at which a matter is submitted to vote of the membership, the vote of the member shall be cast by only one of said representatives, who must be thereunto duly authorized in writing. In event of a contest for any election or any question, as provided in this section, a vote shall be taken by written ballot. Each Active Member represented at the meeting shall be entitled to one vote, with a plurality of the votes cast deciding the election or question.

Section 8. List of members. The Executive Director at all times shall have prepared a list of members, arranged by classes, in alphabetical order, with the address of each. He shall at all times upon written request of any Active Member supply such a member with a copy of the list of Active Members and their respective addresses and shall make a copy

of such list of Active Members available for inspection by any Active Member at all times during any meeting of members of the Association.

Article IV Directors

Section 1. Powers. Except as otherwise provided by law, by the Certificate of Incorporation, or these By-laws, the property, business and affairs of the Association shall be managed by the Board of Directors. The duties of the Members of said Board of Directors shall be carried out with full consideration and care, loyalty and dedication to the goals and standards of IBTTA, and the avoidance of conflict of interest in all matters.

Section 2. Number and Tenure. The Board of Directors shall consist of not less than fifteen (15) members selected from the Active Members and their respective representatives, and shall include the retiring President, the President-elect, and the Vice-Presidents-elect of the Association. All Past Presidents are eligible to serve on the Past Presidents Advisory Council, and the Immediate Past President shall serve as Chairman of the Advisory Council and as the official representative of the Advisory Council at all meetings of the Board of Directors. If the Immediate Past President is affiliated with an organization eligible for Associate or Sustaining membership in IBTTA, he or she shall not serve as chair of the Council or as the Council's official representative at meetings of the Board of Directors during his or her period of such affiliation. He or she may, however, serve on the Council during that time. If the Immediate Past President is ineligible to chair the Council and serve as the Council's official representative at meetings of the Board of Directors, the President of IBTTA shall appoint an eligible Past President to chair the Advisory Council and serve as the Council's official representative at meetings of the Board of Directors.

"Representatives" as used in these By-laws is defined as those persons designated by a member in writing filed with the Executive Director of this Association, which list of designees or representatives may be amended at any time, and which list, in the case of each Active Member, shall designate, in the absence of a proxy, one representative, and in his absence his alternate or alternates, in order of preference, to cast the vote of the Active Member on all questions submitted to vote of the Active Members. No Past President shall be eligible for re-election to the Board of Directors following his tenure as Immediate Past President.

At the annual meeting of members, in addition to the retiring President, the President-elect and the Vice-Presidents-elect, who shall respectively serve as Directors for a term of one (1) year each, five (5) Directors shall be elected who shall serve for a term of four (4)

years each. No one of the five (5) Directors elected for a full four (4) year term shall be eligible for re-election until the expiration of one (1) year after serving a full four (4) year term; however, a Director elected to fill a vacancy for less than a full four (4) year term shall be eligible to immediately succeed himself for a full four (4) year term. A Director shall hold office until his successor shall be duly elected and qualified or until he shall have died or resigned or his tenure terminated in the manner provided in Section 8 of this Article IV.

Directors shall be elected at the annual meeting of the members by vote of the Active Members present. Nominations for Directors shall be made by a Nominating Committee of seven selected from the Active Members. The Nominating Committee shall be appointed by the President at least three months in advance of the annual meeting of the members, and notice thereof shall be sent to all Active Members within 20 days of such appointment. Additional nominations for Directors may be made from the floor by Active Members present. A motion to close the nominations for Directors shall not be entertained by the Officer presiding over any meeting of members at which Directors are being elected until a period of thirty seconds without anyone holding the floor has elapsed after the last previous nomination has been made.

Officers elected at the annual meeting in 1988 will serve until December 31, 1989, and Directors currently serving on the Board of Directors will serve until December 31, of the year in which their term expires. Beginning with the election of Officers and Directors in 1989, the terms of the President-elect, of the Vice-Presidents-elect, and of Directors and Directors-elect of the Association shall begin on January 1 of the year following their election at the Association's annual meeting, except in the case of vacancies as provided in Section 7 of this Article IV.

Section 3. Meetings. Meetings of the Board of Directors shall be called by the Executive Director at the request of the President or of any four (4) Directors, upon not less than ten (10) days of notice of the time and place thereof given to each Director. Notice may be provided via traditional mail, electronic mail, facsimile transmission or other means by which receipt can be verified. In the event of the holding of any meeting of the Board of Directors during the period commencing two days before, and ending two days after, any annual meeting of members, no formal notice thereof need be given, but such meeting or meetings shall be held upon the call of the President, given in such manner as he may determine.

Section 4. Place of Meetings. Meetings of the Board of Directors may be held at such places in or out of the State of Delaware or via teleconference, internet transmission or

other electronic means as may be determined by the President and designated in the notice of the meeting.

Section 5. Quorum. Five members of the Board of Directors shall constitute a quorum for the transaction of business, but if, at any meeting of the Board, there be less than a quorum present, a majority of the Directors present may, without further notice, adjourn the same from time to time until a quorum shall attend. A majority of such quorum shall decide any questions that may come before the meeting.

Section 6. Resignations. A resignation from a member of the Board of Directors shall be deemed to take effect upon its receipt by the Association unless otherwise specified therein.

Section 7. Vacancies. Except as provided in Section 8 of this Article IV, a vacancy in the Board of Directors through death, resignation, disqualification or other cause shall be filled by appointing an active member named as an alternate by the Nominating Committee. In the event that no such alternate exists, the Nominating Committee shall reconvene and provide a candidate. If such a meeting is impracticable, then the vacancy shall be filled by a majority of the remaining Directors, even if less than a quorum, and the Director so chosen shall hold office until the next election for Directors and until his successor shall be duly elected and qualified; provided, however, that if the remaining Directors shall constitute less than a majority of the whole Board, upon application of any member having the right to vote for Directors, an election to fill any such vacancy or vacancies or to replace the Director or Directors chosen by the remaining Directors as aforesaid may be held as provided in Section 30 of the General Corporation law of the State of Delaware; and provided further, however, that if a vacancy in the Board of Directors shall occur by reason of a Director being elected President or Vice-President before completing his full term as Director, his directorship shall be deemed vacated and a successor to fill such vacancy for the balance of the unexpired term and until his successor shall be elected and qualified shall be nominated and elected in the manner provided in Section 2 of this Article IV.

Section 8. Termination. At any meeting of the members called for the purpose, the term of any Director may, by vote of a majority of the Active Members present, be terminated as of any given time, and a successor shall be elected by vote of a majority of the Active Members present to serve the unexpired portion of the original term. In the event a Director shall cease to be a representative of an Active Member, the term of such Director shall be terminated and his directorship shall be deemed vacated.

Section 9. Compensation. Directors, as such, shall receive no compensation for their

services. Nothing in this Section shall be construed to preclude a Director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. Records and Accounts. The Board of Directors shall keep or cause to be kept full and fair records and accounts of its proceedings and transactions.

Article V Officers

Section 1. Officers. The Officers of the Association shall consist of a President and no more than three Vice-Presidents, including an International Vice-President, who are to be selected from the Active Members or their respective representatives duly designated in the manner provided in Article IV, Section 2, and an Executive Director who may or may not be an Active member or its representative.

All Officers except the Executive Director shall be elected at the annual meeting of the members by a vote of the Active Members present. Nominations for Officers shall be made by the Nominating Committee, referred to in Article IV, Section 2. Additional nominations for Officers may be made from the floor by Active Members present. A motion to close the nomination for Officers shall not be entertained by the Officer presiding over any meeting of members at which Officers are being elected until a period of thirty (30) seconds has elapsed after the last previous nomination has been made.

Each such Officer shall hold office until his successor shall have been duly chosen and qualified, or until he shall have died or resigned or his tenure terminated in the manner provided in Section 8 of this Article V. Except as provided in said Section 8 of this Article V, any vacancy in any of the above offices shall be filled for the unexpired portion of the term by the Board of Directors, at any regular or special meeting. The Executive Director, and any other Officers, employees or agents of the Association may be required to give bond for the faithful discharge of their duties, in such sum and of such character as the Board of Directors may, from time to time, prescribe.

The Executive Director shall be appointed from time to time by resolution of the Board of Directors upon such terms and conditions and for such period of time as appears desirable to the Board of Directors.

Section 2. President. The President shall preside at all meeting of members and of the Board of Directors at which he shall be present. He shall have direct charge and supervision of the business of the Association; he may sign and execute in the name of the Association all authorized deeds, mortgages, bonds, contracts or other instruments

except in cases in which the signing and execution thereof shall have been expressly delegated by the membership or the Board of Directors to some other Officer or agent of the Association; he shall annually prepare a full and true statement of the affairs of the Association which shall be submitted at the annual meeting of the members; and, in general, the President shall perform all duties incident to the office of a president of an association and such other duties, as from time to time, may be assigned to him by the Board of Directors.

Section 3. Vice-President. Each of the three (3) Vice Presidents will be assigned specific duties by the President. One (1) of these Vice Presidents shall be specifically designated to focus on international issues and shall be known as the International Vice President. The International Vice President shall have a term of one year and may be reelected for a second one-year term. At the request of the President, or in his absence or disability, a Vice-President shall perform all shall perform all of the duties of the President, and when so acting shall have the powers of the President; and shall perform such other duties as, from time to time, may be assigned to him by the Board of Directors.

Section 4. Executive Director. The Executive Director shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for the purpose: he shall see that all notices are duly given in accordance with the provisions of these By-laws, or as required by law; he shall be custodian of the records and of the corporate seal of the Association; he shall see that the corporate seal is affixed to all documents the execution of which, on behalf of the Association, under its seal, is duly authorized, and when so affixed may attest the same; he shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Association; and, in general, he shall perform all duties incident to the office of an executive director of an association, and such other duties as, from time to time, may be assigned to him by the Board of Directors.

Section 5. Employees. The Board of Directors may employ such persons as employees as it deems necessary, which employees shall have such authority and perform such duties and receive such compensation as the Board of Directors may prescribe, or the Board of Directors may delegate to the Executive Director the power to employ such persons as employees as he deems necessary and fix the compensation of such employees; provided, however, that the annual budget in effect at the date of any such employment shall have contemplated such employment and the compensation paid to any

such employee shall be within the budget allowance for such purposes.

Section 6. Officers Holding Two or More Offices. No person shall hold more than one office. No Officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument be required by law, by the Certificate of Incorporation, or by these By-laws, to be executed, acknowledged or verified by any two or more Officers.

Section 7. Compensation. Officers as such shall receive no compensation for their services except that the Executive Director may receive such compensation as may be determined by the Board of Directors.

Section 8. Termination. At any meeting of the members called for the purpose, the term of any Officer may, by vote of a majority of the Active Members present, be terminated as of any given time and a successor shall be elected by vote of a majority of the Active Members present to serve the unexpired portion of the original term.

Article VI Committees

Section 1. Executive Committee. The Executive Committee shall generally supervise the affairs of the Association between meetings of the Board of Directors, and shall perform such other functions as the Board of Directors may authorize.

The Executive Committee shall be comprised of The President, all Vice Presidents, the Immediate Past President and the Executive Director in a non-voting capacity.

The Executive Committee shall fix its own rules of procedure, except for such matters as shall be covered by resolution of the Board of Directors or these By-laws. Meetings of the Executive Committee shall be called and held in accordance with those rules, except that the Executive Committee shall also meet at the call of the President or of any two members of the Committee. A majority of the Executive Committee shall constitute a quorum. A complete record of the proceedings and transactions of the Executive Committee shall be kept, and copies shall be sent to each Director, The Board of Directors shall approve, revise or disapprove actions of the Executive Committee, provided that the rights of third parties shall not be adversely affected by such revisions or disapprovals.

Notice, time and place of Executive Committee meetings shall be provided as in Sections 3 and 4 of Article IV of the By-laws for the Board, of Directors, unless the Board of Directors shall provide otherwise by resolutions.

Vacancies in the Executive Committee shall be filled by the Board of Directors except that during the temporary absence of a member, the remaining members of the Committee may appoint another member of the Board of Directors to act in the place of such absent member.

Section 2. Other Committees. The President shall, with the advice and consent of the Executive Committee, continue, abolish or establish such other committees as he shall deem necessary to assist him, the Board of Directors and the members in furthering the Association's purposes. The President shall fix the number of members of each committee and appoint the members, giving due regard to the desirability of maximizing the participation of all members. The President shall designate a Chairman from among the members of each committee named, who shall be an Active Member or its representative. The President shall be authorized to increase or decrease the size of committees and to fill vacancies in committees.

Article VII Fiscal Year

The fiscal year of the Association shall end on the Thirty-first day of December in each year. At least thirty (30) days prior to the fall meeting of the Board of Directors, the Executive Director, working with the Board of Directors and its task forces, shall submit to the Board of Directors and to the Executive Committee a preliminary budget for ensuing fiscal year.

The Board of Directors and the Executive Committee shall consider and evaluate such preliminary budget, and adopt a final budget for the ensuing fiscal year prior to December 31.

Article VIII Seal

The seal of the Association shall be circular in form and shall have inscribed thereupon the name of the Association, that is: "International Bridge, Tunnel and Turnpike Association", the year of its incorporation, and the word "Delaware".

Article IX Signatures

Section 1. Checks. All checks, drafts, notes or other obligations of the Association shall be signed by the following Officers, to wit: President and a Vice-President (2), or the Executive Director (1), or by any person or persons thereunto authorized by the Board of Directors or the Executive Committee.

Section 2. Endorsements. All endorsements, assignments, transfers, stock powers or other instruments of transfer of securities, contracts or rights standing in the name of the Association shall be executed for and in the name of the Association by the President or a Vice-President, and the Executive Director, or by any person or persons thereunto authorized by the Board of Directors or the Executive Committee.

Section 3. Proxies. Except as otherwise authorized or directed from time to time by the Board of Directors or the Executive Committee, the President of the Association, or in his absence or disability, a Vice-President of the Association, may authorize from time to time the signature and issuance of proxies to vote upon, and/or of consents or waivers in respect of, shares of stock or securities of other corporations standing in the name of the Association. All such proxies, consents or waivers shall be signed in the name of the Association by the President or a Vice-President and the Executive Director.

Article X Notice of Meetings

Whenever by law or the Certificate of Incorporation or these By-laws notice is required to be given to any Director, Officer or member, it shall not be construed to mean personal notice, but such notice shall be given in a manner that allows for verification that the notice is received, addressed to such Director, Officer, or member at his or her address as the same appears on the books of the Association. Such notice may be made via conventional mail, electronic mail, facsimile, or other such means by which notification can be verified.

Notice of the time, place and/or purpose of any meeting of members of the Board of Directors or of the Executive Committee, whether required by the By-laws or by any provision of law or otherwise, may be dispensed with if every member entitled to vote at such meeting shall either attend in person or by proxy, or if every Director or member of the Executive Committee shall attend in person, or if every absent member entitled to vote at such meeting or every absent Director or member of the Executive Committee

shall in writing, file with the records of the meeting, either before or after the holding thereof, a waiver of such notice.

Article XI Membership Dues

Membership dues to the Association shall be paid annually for each class of membership, in amounts determined by the Board of Directors. Dues for each fiscal year shall be payable in advance on the first day of the fiscal year. Upon withdrawal, termination, or resignation of a member for any cause, no remittance of dues shall be made. The rights and privileges of any member, the dues of whom shall have remained unpaid for a period of two years, may be suspended by vote of the Board of Directors.

Article XII Official Journal

The publication of an official journal of the Association under such name and in such manner and form, at such times and under such financial arrangements as may be determined by the Board of Directors, is authorized. The journal may publish advertisements and announcements and charge and collect uniform fees therefore, as established by the Board of Directors.

Article XIII Amendments

These By-laws may be altered or amended without prior notice at the annual meeting of members, or at any special meeting of the members on notice of the proposed alteration or amendment being given in the notice of special meeting, by the majority vote of the Active Members present, provided that no change of the time or place for the election of Directors or Officers ordinarily shall be made within sixty days next before the day on which such election is to be held, and that in case of any change of such time or place notice thereof shall be given to each member by letter, mailed to its or his last known post office address at least thirty days before the election is held.

Amended:

October 22, 1951
October 17, 1956
October 23, 1957

October 20, 1959
November 17, 1960
March 26, 1962

Revised September 22, 2004

October 2, 1963
September 2, 1964
November 3, 1965
October 25, 1967
November 12, 1969
October 12, 1977
November 18, 1981
January 10, 1986
September 28, 1988
October 2, 1991
November 2, 1994
October 15, 1997
September 29, 1999
September 22, 2004