

**County of Portage, Ohio Transportation Improvement District Code of Regulations
(Bylaws)**

ARTICLE I
NAME OF DISTRICT

1.1. Name of District. The name of the transportation improvement district created by the County of Portage, Ohio pursuant to R.C. § 5540.02 shall be the "Portage County Transportation Improvement District".

1.2. Definitions. The term "PCTID" as used herein shall mean the Portage County Transportation Improvement District. The terms "Member" or "Trustee" shall mean a person appointed to serve on the Board of Trustees of the PCTID as set forth herein. The terms "Board of Trustees" or "Board" shall mean collectively those persons appointed to serve as a Member or Trustee for the PCTID as set forth herein.

1.3. Office of the PCTID. The office of the PCTID shall be located at the Portage County Engineer's Office, located at 5000 Newton Falls Road, Ravenna, Ohio 44266; or as otherwise designated by the PCTID.

ARTICLE II
PURPOSE

2. The purpose of the PCTID is to improve the transportation system in the territorial jurisdiction of the County of Portage in order to contribute to the creation or preservation of jobs, employment opportunities and the improvement of the economic welfare of the people within the jurisdiction of the PCTID; recognizing that it is in the public interest and a proper public purpose for the PCTID to acquire, construct, enlarge, improve, equip, sell, lease, lease-purchase, exchange or otherwise dispose of property, structures, and other facilities for such projects undertaken by the PCTID, which shall be in accordance with the exercise of the authority granted pursuant to R.C. Chapter 5540. Moreover, the exercise of the authority granted to the PCTID is consistent with and will promote industry, commerce, distribution and research activity in the territorial jurisdiction of the PCTID and the State, consistent with the statement of public purpose as set forth in R.C. § 5540.16; and it is necessary for the prosperity, health, safety and welfare of the State and its people. As authorized herein, the PCTID shall provide local partnering and a support structure to coordinate federal, state and local resources for the aforementioned purposes.

ARTICLE III
GOVERNANCE

3.1. Board of Trustees. Pursuant to R.C. § 5540.02(A), the County of Portage, as authorized by County Commissioners Resolution No. 15-0542 has determined the structure of the Board of Trustees of the PCTID by adopting the structure contained in R.C. § 5540.02(C)(2) consisting of the following members:

- (a) Five voting members appointed by and confirmed by County Commissioners.
- (b) One nonvoting member appointed by the Speaker of the Ohio House of Representatives.

(c) One nonvoting member appointed by the President of the Ohio Senate.

3.2. Term. Each appointed Member of the Board shall hold office for a term of two years but is subject to removal at any time at the pleasure of the authority that appointed the Member. Members may be reappointed and any vacancy on the Board shall be filled in the same manner as the original appointment.

3.3. Duties of the Board. The Board shall have general charge and management of the affairs and property of the PCTID. The Board shall have the full power to carry out the purposes and duties of the PCTID, and all responsibilities and powers reasonably incident thereto, in accordance with R.C. Chapter 5540 and all other applicable laws or regulations now or hereinafter in effect. The Board may also make and enforce rules and policies for the conduct of the business and operation of the PCTID and its employees consistent with applicable laws or regulations now or hereinafter in effect.

3.5. Appointment of Committees. The Board may appoint and constitute such committees as it deems necessary for the operation of the PCTID or for the efficient functioning of the Board. The Board shall designate a chairperson for each committee it creates and the chairperson shall establish the time and place for meetings of the committee. The chairperson shall be responsible for reporting to the Board in a timely manner following each committee meeting. The form of such report shall be determined by the Board. In the absence of the chairperson, a temporary chairperson shall be determined by majority vote of the committee members present at each meeting. Each committee may establish a procedure for the calling and giving notice of committee meetings, the conduct of such meetings, the undertaking of committee activities and the preparations of committee reports, consistent with the directives of the Board. All members of the Board may participate, but not vote in such committee meetings and timely notice of all committee meeting shall be provided to all members of the Board.

ARTICLE IV OFFICERS

4.1. Officers. The voting Members of the Board shall elect from the entire Board membership the following officers: Chairperson, Vice-Chairperson and a Secretary-Treasurer pursuant to R.C. § 5540.02(E).

4.2. Chairperson. The Chairperson shall perform the duties prescribed by these Bylaws and as authorized by the Board. The Chairperson shall preside at all meetings of the Board and shall be the chief officer of the PCTID. The Chairperson shall perform all duties commonly incident to the position of presiding officer of a board or commission and all duties commonly incident to the position of chief officer of a board, commission or business organization and shall exercise supervision over the business of the PCTID, its officers and employees. The Chairperson shall conduct meetings of the Board, and if disputes should arise, Roberts Rules of Order shall apply to the conduct of the meetings. The Chairperson, in consultation with the Board, may develop a policy on the parameters and procedures for public comment at the Board meetings, which may include but not be limited to requiring written questions or comments to be submitted in advance to the Board, a time limit for questions or comments, the order in

which questions or comments may be addressed and other procedures as may be required to conduct orderly and efficient meetings of the Board except as otherwise authorized by resolution of the Board. The Chairperson or Vice-Chairperson, or their designated agent, shall sign all contracts, releases, notes, bonds, and other instruments and documents to be executed on behalf of the PCTID as authorized by the Board. The Chairperson shall be the chief officer of the PCTID for the purpose of civil process and is authorized to accept such service on behalf of the PCTID.

4.3. Vice-Chairperson. The Vice-Chairperson shall perform the duties prescribed by these Bylaws and as authorized by the Board. The Vice-Chairperson shall perform the duties and have the authority of the Chairperson during the absence or inability of the Chairperson to perform such duties. The Vice-Chairperson shall preside at all meetings of the Board in the absence of the Chairperson. When performing the duties and having the authority of the Chairperson, the Vice-Chairperson shall have all the powers of the Chairperson. At any meeting at which both the Chairperson and Vice-Chairperson are absent, the Board, by a majority vote of the voting Members present, may elect a member of the Board to serve as presiding officer for that meeting.

4.4. Secretary/Treasurer. The Secretary/Treasurer shall perform the duties prescribed by these Bylaws and as authorized by the Board. The Secretary/Treasurer or Vice-Chairperson shall have the following duties:

- (a) Attend all Board meetings and shall keep accurate records of the proceedings at such meetings, which shall be attested to by the Secretary/Treasurer.
- (b) Shall have custody of and maintain all minutes, resolutions, records, documents and files of the PCTID and certify any minutes, resolutions, records, or documents of the PCTID as true and exact copies thereof.
- (c) In consultation with the Board and legal counsel, the Secretary/Treasurer shall establish a written policy for control, management and retention of public records of the PCTID or under the PCTID's control.
- (d) Shall attend all meetings of the Board and shall keep accurate records of the financial transactions of the Board.
- (e) Shall cause to be kept accurate books of accounts of all transactions on behalf of the PCTID.
- (f) Shall have the care and custody of the funds of the PCTID and shall on behalf of the PCTID endorse as a cosigner with the Chairperson or Vice-Chairperson, by manual or facsimile signature for deposit or collection all checks, drafts, notes, and other instruments and orders for the payment of money to the PCTID and sign receipts thereof.
- (g) Shall have authority, as cosigner with the PCTID's Chairperson or Vice-Chairperson, to execute by manual or facsimile signature on behalf of the PCTID, all vouchers for payments to be made by the PCTID and checks, drafts, notes, and other obligations of

the PCTID for the payment of money by the PCTID in the manner and to the extent provided by these Bylaws.

- (h) Upon the approval of the Board, allocate and reallocate funds of the PCTID into accounts designated by the Board, and as permitted by law.
- (i) Shall prepare and submit to the Board proposals for the annual budget and appropriation; shall maintain operations and expenditures within the budget and appropriation; and shall establish budget procedures and maintain supervision over budget control.

4.5. Election. The term of each officer shall be one year and until a successor is elected by the voting Members of the Board. Officers shall be elected annually at the Board meeting in the month of January, or as otherwise determined by the Board, and shall assume office upon their election. If any officer shall cease to be a Member of the Board during any term of office, they shall also cease to be an officer.

4.6. Resignation. Any officer may resign their position by giving written notice of such resignation to the Chairperson, provide that in the event of resignation of the Chairperson, then such written notice shall be given to the Vice-Chairperson. The resignation shall be effective as of the date stated in such resignation, or if no date is stated, then as of the date of its receipt. Notice of the resignation shall be transmitted to the next meeting of the Board by the officer receiving such resignation, but no such resignation shall require acceptance by the Board.

4.7. Removal. All officers shall serve at the pleasure of the Board and shall be subject to removal at any time by a majority affirmative vote by the voting Members of the Board.

4.8. Vacancies. Vacancies in the position of any office shall be filled by a majority affirmative vote by the voting Members of the Board for the remainder of the term.

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ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

5.1 Notice.

Regular meetings of the Board shall be posted on the County of Portage's website five (5) business days prior to the date of the meeting and the date of the meeting shall be included for the purposes of calculating this five (5) day requirement.

- (a) Regular meetings will be established by the Board.
- (b) A special meeting of the Board may be called by the Chairperson or Vice-Chairperson fulfilling the Chairperson's duties, or by any three (3) members of the Board. The members calling the special meetings shall give notice to the other members of the Board

and to the public as required by R.C. 121.22, of the date, hour and place of the meeting. Such notice may be given by telephonic communication or electronic communication (email) and shall be sent at least twenty-four (24) hours prior to any special meeting.

- (c) Any news media requesting notification of special meetings shall be given twenty-four (24) hour notice. All meetings of the Board shall be open to the public as provided by Section 121.22 of the Ohio Revised Code.

5.2. Quorum. A majority of the voting Members of the Board constitutes a quorum, the affirmative vote of which is necessary for any action of the PCTID. No vacancy in the membership of the Board impairs the right of a quorum to exercise all the rights and perform all duties of the PCTID pursuant to R.C. § 5540.02(E).

5.3. Place of Meeting. All Board meetings of the PCTID shall be held at office of the Portage County Engineer located at 5000 Newton Falls Road, Ravenna Ohio 44266; or as otherwise designated by the PCTID.

5.4 Order of Business.

At the regular meetings of the Board, the following shall be the order of business:

- i. Roll call
- ii. Submission of the minutes of the previous meeting
- iii. Report of the presiding officer(s) and /or executive director, or staff
- iv. Other reports and communications
- v. Old Business
- vi. New Business
- vii. Executive Session, if required
- viii. Adjournment

5.5 Minutes and Resolutions.

Action of the Board shall be by resolution or motion. Resolutions shall be in written form. On the passage of each motion or resolution, the vote shall be entered in the minutes of the meeting. The minutes of each meeting of the Board shall be recorded and kept by the Secretary/Treasurer or person designated by the Board in absence of the Secretary/Treasurer.

- (a) With respect to each meeting there shall be shown in the minutes, the date and place at which the meeting was held, the names of the members present, summary of things said and done and a record of each vote taken.

- (b) The voting on any questions coming before the Board shall be by voice vote, and the number of affirmative and negative votes shall be entered upon the minutes of such meetings, provided however that a roll call vote by members shall be held when requested by any Member, or when awarding a contract, or when the Board enters into executive session pursuant to Section 121.22 of the Ohio Revised Code.

- (c) Resolutions adopted shall be identified by appropriate reference to a number and title of

such resolutions. Each resolution adopted by the Board will be numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary/Treasurer and maintained and kept by the Secretary/Treasurer. Resolutions shall be annually numbered consecutively. Each resolution shall bear as a prefix to its number the year which it has been adopted, except for resolutions predating these bylaws.

5.6. Motions.

- (a) Motions shall be presented, seconded and acted upon in accordance with said recognized parliamentary procedures. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the presiding member shall be entered upon the minutes of the meeting.
- (b) If any question contains two or more divisible propositions, the presiding member may, and upon request shall, divide the same.

5.7. Rules of Procedure. Unless otherwise determined by the Board or these Bylaws, meetings of the Board shall be conducted in accordance with Robert's Rules of Order Newly Revised, subject to Section 5.6 herein.

5.8. Absence of Secretary/Treasurer. In the event the Secretary/Treasurer and designee is absent from any meeting, the Chairperson shall appoint a member of the Board to act as the Secretary/Treasurer at such meeting.

ARTICLE VI POWERS AND DUTIES OF BOARD OF TRUSTEES

6.1. Professional Consultants. The Board, as authorized, may retain consultants or advisors as it may deem desirable or necessary, who shall be employed and serve at the pleasure of the Board and perform such duties as the Board may prescribe.

6.2. Checks, Drafts, Other Instruments. All revenues from any source whatsoever including revenue from grants, levies, advertising, and any miscellaneous revenue shall, except to the extent otherwise provided by the Board, applicable law or contract, be deposited in the PCTID's General Fund for credit to the General Account of that fund.

6.3. Services Agreement with County. The Board may enter into a services agreement with the County whereby the County will perform certain services on behalf of the PCTID, including, but not limited to, those functions set forth in subsections 4.4(d) to (i) of these bylaws in the place of the Secretary/Treasurer.

ARTICLE VII APPROPRIATIONS AND CONTRACTS

7.1. Appropriations. Appropriations and budget procedures shall be in accordance with the provisions of these bylaws, and R.C. Chapter 5540, and, in the event a services agreement is entered into pursuant to subsection 6.3 of these Bylaws, also in accordance with the procedures

of the County of Portage Fiscal Officer.

7.2. Contracts. Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and these bylaws.

7.3. Expenditures. Any Expenditure in excess of \$5,000.00 shall be authorized by the Board. Expenditures of \$5,000.00 or less for which moneys have been appropriated may be made on authorizations of the Chairperson, or Vice-Chairperson and co-signed by the Secretary/Treasurer.

ARTICLE VIII
CONSTRUCTION, AMENDMENT,
ANDEFFECTIVE DATE

8.1 Construction and Separability. Each Bylaw herein set forth and each provision thereof shall be construed in a manner consistent with the laws of the State of Ohio and the United States of America. If and to the extent that any bylaw or provision thereof shall be deemed in conflict with any such law, such Bylaw or provision shall be void, but each Bylaw and each provision of each Bylaw shall be deemed separable from every other provision of such Bylaw and its invalidity shall not affect any other Bylaw.

8.2. Amendments. These Bylaws may be amended by a majority of the voting Members of the Board. These bylaws shall be adopted this date with an effective date of January 11, 2016.