

SUMMIT COUNTY PORT
AUTHORITY

Amended and Restated Bylaws
Adopted
October 20, 2008

ARTICLE I – PRINCIPAL OFFICE

The principal office of the Port Authority shall be located at One Cascade Plaza, 18th Floor, Akron, Ohio, 44308, or such other location as may be designated from time to time by the Board of Directors.

ARTICLE II - BOARD OF DIRECTORS

Section 1 Composition and Appointment of the Board

The Port Authority shall be governed by a seven member Board of Directors, each of whom shall serve for a term of three years. The Board members serving prior to the adoption May 19, 2003 with terms expiring December 31, 1999, December 31, 2001, and December 31, 2002, shall serve through those periods. The additional four members shall be appointed to staggered initial terms of two years for two members and one year terms for two members with the persons initially appointed to the two year terms serving through December 31, 2000 and the persons initially appointed to the one year terms serving through December 31, 1999.

Members of the Board of Directors shall be appointed by the County Executive and approved by the County Council, in accordance with the procedures provided by the Summit County Charter. Board members shall be appointed from a variety of professions and disciplines, such as Labor, Engineering, Insurance, Legal, Financial, Transportation, Real Estate, and Planning. Each member of the Board of Directors shall have been qualified electors of, or shall have had their businesses or places of employment in, one or more political subdivisions within the area of the jurisdiction of the Port Authority, for a period of at least three years next preceding their appointment and shall remain such during the duration of his or her term.

No member shall hold office as an elected Summit County official, be employed by the County of Summit nor shall they be appointed to any other Board or Commission of the County Executive.

Section 2 Removal

The County Executive, with confirmation of County Council, may at any time remove a Director for misfeasance, nonfeasance, or malfeasance in office and/or for a member's being absent from five regular meetings of the Board of Directors during any one calendar year.

Section 3 Vacancies

Upon the resignation or removal of a member of the Board of Directors, or the expiration of a Director's term of office, the County Executive shall fill the vacancy in the same manner as indicated above. Any person appointed to fill a vacancy in the Board of Directors shall be appointed to serve the remainder of the unexpired term of the Director whose vacancy is being filled.

Section 4 Place of Meetings

All meetings of the Board of Directors shall be held at a location as designated by the Chairperson.

Section 5 Meetings

- a. *Presence of Secretary.* All meetings of the Board of Directors and its Committees shall be attended by the Secretary of the Port Authority.
- b. *Open to Public.* All meetings of the Board of Directors and its Committees (containing a majority of the Board of Directors) shall be open to the public. The Board shall publish a rule establishing a reasonable method in which it shall notify persons of all public meetings. Directors should receive notice of meetings at least 48 hours before the time of the meeting.
- c. *Notice for Regular Meetings.* For regularly scheduled meetings of the Board or its Committees, the Board shall notify persons of the time and place of the meeting in accordance with Ohio law.
- d. *Notice for Special Meetings/News Media.* For special meetings of the Board or its Committees, the Board shall notify persons of the (i) time, (ii) place, and (iii) purpose of the meeting in accordance with Ohio law. Special meetings may be called by the Chairperson, Vice Chairperson, or any two Directors, upon giving at least 24 hours notice to each Director.

The Board or its Committees (containing a majority of the Board & of Directors) may not hold a special meeting unless it gives at least 24 hours' advance notice to the news media that have requested notification, unless an emergency requires immediate action. For emergency meetings, the Board must immediately notify the news media that have requested notification of the meeting of the time, place, and purpose of the meeting in such a manner that is reasonable under the circumstances.

- e. *Notice to Persons Who Pay a Fee.* If a person requests advance notification of a meeting of a particular type of public business, and pays a reasonable fee, the Board of Directors shall provide reasonable advance notice of the meeting to the requesting person. Examples of advance notice include mailing the agenda of the meetings to all subscribers on a mailing list or mailing notices in self-addressed, stamped envelopes provided by the person.
- f. *Executive Session.* The Board of Directors may hold an executive session only after a majority of a quorum of the Board of Directors determines, by a roll call vote, to hold an executive session and only at a regular or special meeting for the sole purpose of the consideration of any of the following matters and any other matter allowed by Ohio law:
 1. To consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official, or the investigation of charges or complaints against a public employee, official, licensee, or regulated individual, unless the public employee, official licensee, or regulated individual requests a public hearing. If the Board of Directors holds an executive session for one of these purposes, the motion and vote to hold the executive session must state the approved purpose for the executive session, but need not indicate the name of the person to be considered at the meeting.

2. To consider the purchase of property for public purposes, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest.
3. Conferences with an attorney for the Port Authority concerning disputes involving the Port Authority that are the subject of pending or imminent court action.
4. Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment.
5. Matters required to be kept confidential by federal law or regulations or state statutes.
6. Specialized details of security arrangements if disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for a violation of the law.

If the Port Authority holds an executive session to consider any matters listed above, the motion and vote to hold that executive session must state which one or more of the approved matters are to be considered at the executive session.

Section 6 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. The affirmative vote of a majority of a quorum of the Directors shall be necessary for any action taken by the Port Authority.

Section 7 Resolutions and Motions

Any formal action taken by the Board of Directors of the Port Authority to exercise its powers and authorized purposes under Ohio law shall be taken by resolution, which shall be in written form. Motions shall be used for parliamentary procedures, such as adjournment of a meeting.

Section 8 Minutes

Minutes of all meetings shall be recorded in books which shall be prepared, filed, and maintained in the Journal of the Port Authority. With respect to each meeting, there shall be shown the date and place, the members present, a summary of things done, and a record of each vote taken. Resolutions adopted may be set forth in full in the minutes or identified by appropriate reference. A separate journal designated as the Resolutions Journal shall be kept, which shall set forth the full text of each resolution adopted by the Board of Directors, together with identification by appropriate numbering system, and a record of the date and of the vote upon its adoption. All journals shall be open to public inspection during normal business hours.

Section 9 Public Meetings

All meetings of the Board of Directors of the Port Authority shall be open to the public; provided however, that the Board of Directors may hold an executive session at any regular or special meeting as provided for in these Bylaws.

Section 10 Conduct of Meetings

Meetings of the Board of Directors shall be conducted in accordance with the following procedures:

- a. *Vote.* On the passage or defeat of every resolution or motion, the vote including any abstentions shall be entered upon the appropriate Journal of the Port Authority. Any member of the Board of Directors shall be permitted to change his or her vote until roll call has been verified and result declared.
- b. *Absent Member.* Any member who is absent from a meeting may be permitted to have his/her vote recorded upon any resolution or motion acted upon during his/her absence by proxy.
- c. *Division of Question.* If any question contains two or more divisible propositions, the presiding officer may, and upon request of a member shall, divide the same.
- d. *Order of Business.* The business of regular meetings of the Board of Directors shall generally be transacted in the following order (modified by Resolution No. 2-98, March, 1998):
 1. Call to Order
 2. Approval of Minutes
 3. Public Comments
 4. New Business
 5. Unfinished Business
 6. Officers' Reports
 7. Adjournment
- e. *Motions.* Motions shall be presented, seconded, and acted upon, in accordance with Robert's Rules of Order. 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 that have been entertained by the Chairperson shall be entered upon the minutes of the meeting.
- f. *Reconsideration.* After decision of any question, any member who voted with the meeting.

Section 11 Compensation

Each member of the Board of Directors shall be entitled to receive from the Port Authority such sum of money as the Board of Directors may determine as compensation for services as Director and reimbursement for reasonable expenses in the performance of official duties.

Section 12 Qualified Immunity for Monetary Damages

In addition to any other immunity provided under Ohio law, no member of the Board of Directors shall be personally liable for any monetary damages that arise from actions taken in the performance of his or her official duties, except for acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction from which the director derived an improper personal benefit.

ARTICLE III – EXECUTIVE COMMITTEE

Section 1 Composition of the Executive Committee

The Executive Committee, which will take the place of the committee formerly known as the Finance Committee, shall consist of the following officers, elected by the Board of Directors pursuant to Article IV hereof: Chairperson, Vice Chairperson, President, and Secretary. In addition to the aforesaid officers, the immediate past Chairperson shall also be a member of the Executive Committee.

Section 2 Powers and Duties

The Executive Committee shall discharge the powers and duties and shall have such authority as shall be delegated to it by the Board of Directors.

Section 3 Meetings

The Executive Committee shall meet at least eight (8) times each year at such times as determined at the discretion of the Chairman or any two (2) members of the Executive Committee. Notice of all meetings shall be given at least 24 hours prior to such meetings.

Section 4 Quorum

At any meeting of the Executive Committee a majority of members present shall constitute a quorum for such meeting and a majority vote of the Executive Committee members present shall be necessary for the authorization or taking of any action.

ARTICLE IV - OFFICERS

Section 1 Chairperson and Vice-Chairperson

The Board of Directors shall elect from its membership a Chairperson and Vice-Chairperson. The Chairperson shall preside over the meetings of the Board of Directors and shall perform such other duties as permitted by Ohio law and assigned to the Chairperson from time to time by the Board of Directors.

The Vice-Chairperson shall preside over meetings of the Board of Directors in the absence of the Chairperson. In the absence of the Chairperson and Vice Chairperson, a majority of the Directors present at a meeting of Board of Directors shall identify an acting Chairperson to preside over the meeting.

Section 2 Secretary

The Board of Directors shall appoint from its membership a Secretary.

- a. Before commencing his or her duties, the Secretary shall give a surety bond to the Summit County Port Authority in the sum of \$25,000.00, such bond to be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Board of Directors. The cost of such bond and any other bonds required by these Bylaws shall be paid by the Port Authority.

- b. The Secretary shall attend all meetings of the Board of Directors and shall keep accurate records of the proceedings at such meetings, including the Journals of the Port Authority, which shall be attested by the Secretary. The Secretary shall have such authority and perform such duties as are provided by law and that may, from time to time, be delegated to the Secretary by the Board of Directors.
- c. The Secretary shall cause to be kept accurate books of account of all transactions on behalf of the Port Authority.
- d. The Secretary shall have the care and custody of the funds of the Port Authority and may on behalf of the Port Authority endorse for deposit or collection, and may deposit, all drafts, checks, notes and other instruments and orders for the payment of money to the Port Authority or its order, and may sign receipts therefore. The Secretary shall also be empowered on behalf of the Port Authority to endorse checks on which the Port Authority is designated as a joint payee for its own protection under leases, contracts, insurance settlements and other documents; and to deliver such checks to the other payees or such other persons as are properly entitled to receive the same; and to report each transaction of this nature to the Board of Directors.
- e. The Secretary shall have authority to sign, on behalf of the Port Authority, all vouchers for payments to be made by the Port Authority and checks, drafts, notes and other obligations of the Port Authority for the payment of money by the Port Authority in the manner and to the extent provided in these Bylaws.
- f. The Secretary shall assist in the preparation of the annual budget and appropriations; shall maintain operation and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control.
- g. The Secretary shall be secretary to all committees, and when directed by the chair of any committee or otherwise required by these Bylaws and the laws of Ohio, shall cause records relating to such committee to be kept.
- h. The Secretary shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of Secretary of an authority, board, commission or business organization and shall perform such other duties and have such other authority as may be prescribed by the laws of Ohio or may be assigned to him or her from time to time by the Board of Directors. The Secretary shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she shall have caused the same to be discharged by an assistant or employee properly authorized or assigned to the Secretary by the Board of Directors, except as to any duties which under the law can be discharged only by the Secretary of the Port Authority.
- i. The Secretary shall have authority to sign, on behalf of the Port Authority, powers of attorney required by the Department of Treasury, United States Customs Service, for the purpose of operating in the Foreign Trade Zone.
- j. The Secretary shall cause to be kept a Policies and Procedures Manual separate from these Bylaws to include documents and items as directed by the Board.

Section 3 Assistant and Subordinate Officers

The Board of Directors may appoint such assistant officers or employees or enter into contracts with professional consultants or advisors as it may deem necessary to conduct the business of the Port Authority. Such officers, employees, or independent contractors shall serve at the pleasure of the Board of Directors and perform such duties as the Board of Directors may prescribe. The Board of Directors may authorize any officer to appoint and remove subordinate officers or employees, to prescribe their authority and duties, and to fix their compensation within amounts appropriated by the Board of Directors.

Section 4 Term of Office

The Board of Directors shall elect officers at its first meeting in January of every odd-numbered year. The officers shall serve for a 24 month term, commencing on February 1 and ending when their successors are elected and qualified. Any officer may resign by giving written notice to the Secretary. The Secretary may resign by giving written notice to the Chairperson. Resignations shall be effective as of the date stated in such resignation or, if not stated therein, upon the appointment of a successor officer. Notice of resignation shall be transmitted by the person receiving the same to all members of the Board of Directors.

The Personnel Committee may establish policies governing the advancement of officers.

Section 5 Removal

All officers serve at the pleasure of the Board of Directors, and shall be subject to removal at any time by a majority vote of the Board of Directors at a duly called meeting.

Section 6 Vacancies

A vacancy in any office shall be filled by a vote of the Board of Directors at any meeting in which a quorum is present.

Section 7 Acting-Officers

An officer of the Port Authority, duly appointed by the Board of Directors as an “acting” officer, shall, for the duration of such appointment, have all the authority, duties and responsibilities which the officer for whom he or she is acting possesses which can be delegated.

ARTICLE V - EMPLOYEES

Section 1 General Provisions

The Board of Directors may employ and fix the qualifications, duties, and compensation of any employees and enter into contracts for any professional services as it may require to conduct the business of the Port Authority and may appoint an advisory board, which shall serve without compensation.

Section 2 President

Pursuant to Section 1 above, the Board of Directors shall employ a President and shall fix the qualifications, duties, and compensation of the President. The President shall be the Chief

Executive Officer of the Port Authority, shall execute the policy decisions of the Board of Directors, and shall manage the daily operations of the Port Authority, subject to the control and direction of the Board of Directors. All legislative power of the Port Authority shall remain vested in the Board of Directors.

Section 3 Designation of Duties

There is reserved in the Board of Directors the authority, at all times, to delegate, transfer, assign and reassign duties, to the extent permitted by law.

Section 4 Execution of Instruments

- a. Deeds. Leases. Contracts and other Agreements. Deeds, leases, contracts, agreements and all other documents, except those referred to in paragraph (b) below, shall be signed by the Chairperson, Vice-Chairperson, Secretary, or Assistant Secretary, unless the Board of Directors, by resolution, designates one or more of its members or any other employee or officer of the Port Authority to execute any such instrument on behalf of the Port Authority. Facsimile signatures are hereby authorized and permitted to be used to the extent permitted by law.
- b. Checks, Drafts. etc. Checks, drafts, notes, bonds and other instruments requiring the payment of sums of money of less than \$5,000 shall be executed by the Chairperson, Vice-Chairperson, Secretary, or President. Checks, drafts, notes, bonds and other instruments requiring the payment of sums of money of \$5,000 or more, require execution by both the Chairperson and one other Board member or the President. Alternatively, the Board of Directors may designate one or more of its members or any other employee or officer to execute any such instrument on behalf of the Port Authority.

Section 5 Departments

The Board of Directors may establish, for the convenience of operation of the Port Authority, such departments and staff positions as it may from time to time deem necessary, all of which departments and staff positions shall, subject to appropriation therefore by the Board of Directors, be under the supervision and direction of the President and shall be staffed as the President may determine, with the approval of the Chairperson.

ARTICLE VI - COMMITTEES

Section 1 Committees

The Board of Directors may, from time to time, create committees, the members and chairpersons of which shall be appointed by the Chairperson, unless otherwise provided for by the Board. The Chairperson, in his or her discretion, may appoint citizens with special expertise to serve as ex-officio members of one or more committees. In those instances in which the Board has delegated to a committee decision-making authority, ex-officio committee members shall have no voting privileges. Ex-officio members shall serve at the pleasure of the chair of the committee. Committees are vested only with such authority as expressly conferred upon them by the Board and exist at the pleasure of the Board.

Section 2 Committee Meetings

Committees shall meet when requested to do so by the Chairperson of the Board of Directors, the President, or the chairperson or vice chairperson of the committee. In the absence of a chairperson or vice chairperson, a quorum of any committee being present, a temporary chair may be selected by the members of the committee.

Section 3 Quorum

At any meeting of a committee a majority of members present shall constitute a quorum for such meeting and a majority vote of committee members present shall be necessary for the authorization or taking of any action.

Section 4 Authority of Committees

- a. Except as expressly provided in this Section, committees shall not have decision-making authority. The role of committees is to review and comment upon proposals which the President and officers may submit to the Board of Directors for its deliberation, debate and action, or regarding matters upon which the Board has delegated to the President full power to act under or pursuant to these Bylaws.
- b. In exceptional circumstances, the Board of Directors may delegate to a committee the authority to make a decision on a particular matter. Such delegation can only occur if the Board has defined a specific matter upon which it desires to delegate such authority and if the Board has, at a regular or special meeting of the Board, voted to so delegate decision-making authority on that particular matter to a specific committee. Any actions purported to be taken or decisions purported to be made by any committee in the absence of such express authorization by the Board shall be null and void.
- c. When any committee has been delegated decision-making authority by the Board as provided in this Section, meetings of the committee which involve the exercise of such authority will be conducted in open session in accordance with the requirements of Article 2, Section 3 of these Bylaws.

ARTICLE VII - APPROPRIATIONS AND CONTRACTS

Section 1 Appropriations

No money shall be appropriated except by resolution. Except as otherwise specifically limited, the adoption of a resolution appropriating money shall be deemed to include the authorization to make expenditures, enter into contracts, and to perform such other acts as are necessary and incidental thereto.

Section 2 Contracts

No contract involving an expenditure or commitment by the Port Authority shall be made unless authorized by resolution of the Board of Directors. In contracts for construction of any building, structure, or other improvement undertaken by the Port Authority, in which the expenditure exceeds \$25,000, the Port Authority shall comply with the laws regarding competitive bidding established in Ohio Revised Code.

Notwithstanding the foregoing requirement for authorization by resolution of the Board of Directors of any contract involving an expenditure or commitment by the Port Authority, the President may execute and deliver any contract for professional services, if (i) the contract does not require the Port Authority to expend or commit to expend an aggregate amount exceeding \$5,000 and (ii) proposals are received from at least two providers of the required professional services. In selecting the provider of such services, the President must give due consideration to the qualifications of, and the cost of services from, each provider.

ARTICLE VIII - MISCELLANEOUS

Section 1 Construction and Separability

Each rule herein set forth shall be construed, if possible, in a manner consistent with the laws of Ohio. To the extent that any rule shall be deemed in conflict with the law, such rule shall be void with the other rules remaining in effect.

The Board of Directors may amend these Bylaws by majority vote of the Board. Any formal action taken by the Board that may be inconsistent with these Bylaws shall be deemed permitted hereby, so long as such action is taken in accordance with the laws of Ohio and is otherwise consistent with applicable law.

Section 2 Robert's Rules of Order

The rules contained in Robert's Rules of Order Newly Revised, 10th Edition, shall govern the Port Authority in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

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