



Fairfield County
Port Authority
Rules and Regulations

Adopted by the Board of
Directors of the Fairfield County
Port Authority

Resolution No. 2015-01

As Amended by
Resolution No. 2015-08

**RULES AND REGULATIONS
OF THE FAIRFIELD COUNTY PORT AUTHORITY
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Bylaws Adopted January 28, 2015
As Amended March 18, 2015

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**RULES AND REGULATIONS
OF THE FAIRFIELD COUNTY PORT AUTHORITY**

**ARTICLE I
Offices**

Section 1. Offices

The Board of Directors (Board) may establish and maintain a principal office within the jurisdiction of the Fairfield County Port Authority (Port Authority) and such branch offices as the Port Authority may require.

**ARTICLE II
Directors**

Section 1. General Provisions

Board members (Directors) shall be appointed and shall serve according to the terms set by the Fairfield County Board of Commissioners. The powers of the Directors are defined by Sections 4582.21 through Section 4582.59 of the Ohio Revised Code and by the Fairfield County Board of Commissioners. Directors shall comply with local, state, and federal laws and regulations in the performance of their duties.

Section 2. Compensation

Directors shall not be compensated for their services on the Board.

Section 3. Reimbursement of Expenses

Directors may be reimbursed for their reasonable expenses in the performance of their duties upon such terms and conditions as the Board may from time to time determine.

**ARTICLE III
Officers**

Section 1. General Provisions

The Board shall elect a Chair and a Vice Chair from among the Directors and shall appoint an Executive Director, Secretary-Treasurer, and an Assistant Secretary-Treasurer, each of whom may, but need not be Directors.

Section 2. Term of Office

Bylaws Adopted January 28, 2015
As Amended March 18, 2015

The Chair and Vice Chair shall be elected at a meeting of the Board to be held in December of each year. They shall serve for one calendar year, commencing on the January 1st following their election and expiring upon the election and qualification of their successors. The Executive Director, Secretary-Treasurer, and Assistant Secretary-Treasurer shall be appointed at a meeting of the Board to be held in December of each year. They shall serve for one calendar year, commencing on the January 1st following their election and expiring upon the appointment and qualification of their successors.

Any officer may resign by giving written notice to the Secretary-Treasurer, or in the event of resignation of the Secretary-Treasurer, by giving written notice to the Chair. Resignation shall be effective as of the date stated in such resignation. Notice of resignation shall be transmitted by the officer receiving the same to all members of the Board.

Section 3. Removal

All officers shall serve at the pleasure of the Board, and shall be subject to removal at any time.

Section 4. Vacancies

Vacancies in all offices shall be filled by the Board.

Section 5. Chair

The Chair shall be a member of the Board. He or she shall preside at all meetings of the Board, shall be an executive officer of the Port Authority, and shall exercise supervision over the business of the Port Authority and over its officers and employees. He or she shall have authority to sign all contracts, releases, bonds, notes, and other instruments and documents to be executed on behalf of the Port Authority requiring his or her signature without derogation of the authority specifically granted by these Rules and Regulations or by the Board to other persons. He or she 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.

Section 6. Vice Chair

The Vice Chair shall be a member of the Board. He or she shall perform the duties and have the authority of the Chair during the absence or disability of the Chair, and shall preside at the meetings of the Board when and while the Chair shall vacate the presidency. At the request of the Chair or in the Chair's absence or disability, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the

powers of the Chairman. The Vice Chair's authority to sign in the name of the Port Authority all contracts, releases, bonds, notes and other instruments and documents to be executed on behalf of the Port Authority shall be coextensive with the Chair's signing authority. The Vice Chair shall perform such other duties and have such other authority as may be assigned to him or her from time to time by the Board or the Chair.

Section 7. Executive Director and Assistant Fiscal Officer

A. The Executive Director shall be the chief operating officer of the Port Authority. The Executive Director may, but need not be a member of the Board. He or she shall conduct and be responsible for the day to day activities of the Port Authority, the supervision of its personnel, the preparation of budgets, the Port Authority's planning, the scheduling of the meetings of the Board, and all other such duties as may be necessary to effect the proper operation of the Port Authority, such that the Port Authority shall remain at all times in full compliance with all federal, state, and local laws and regulations, including the terms of the Port Authority's creation set by the Board of County Commissioners of Fairfield County, Ohio.

E. The Executive Director may be compensated for his/her services such sum of money as the Board of Directors may determine and may be reimbursed for reasonable expenses incurred in the performance of these duties.

B. The Executive Director also shall serve as an Assistant Fiscal Officer of the Port Authority.

C. Before entering upon his or her duties, the Executive Director shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

F. The Executive Director 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 all drafts, checks, notes and other instruments and orders for the payment of money to the Port Authority of its order, and to sign receipts. The Executive Director therefore also shall be empowered: to endorse checks on behalf of the Port Authority on which the Port Authority is designated as a joint payee for its own protection under leases,

contracts, insurance settlements and other documents; 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.

D. The Executive Director 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 Rules and Regulations.

E. The Executive Director from time to time and with the approval of the Board shall allocate and reallocate the Port Authority's funds into inactive funds, interim funds, active funds, and special funds, as provided and permitted by law.

F. The Executive Director, together with the Secretary-Treasurer, shall prepare and submit to the Board proposals for the annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control.

G. The Executive Director shall have such other authority and shall perform such other duties as are conferred by law upon or incident to the office of fiscal officer of an authority, board, commission, or business organization. He or she shall be deemed to have discharged his or her responsibilities under these Rules and Regulations if he or she shall have caused the same to be discharged by an officer, assistant, or employee of the Port Authority properly authorized or assigned to the Executive Director by the Board, except as to any duties which under law can be discharged only by the fiscal officer of a port authority, in which case the Executive Director shall be deemed to have discharged all of his or her responsibilities under these Rules and Regulations if he or she shall have caused the same to be discharged by the Secretary-Treasurer or Assistant Secretary-Treasurer.

H. The Executive Director shall have the authority to invest Port Authority funds in lawful investments as provided in the Ohio Revised Code, including by means of wire transfer between banks for the purchase of investment securities from Port Authority funds in compliance with such rules, regulations, guidelines, or policies as the Board may from time to time adopt.

I. The Executive Director shall have authority to sign on behalf of the Port Authority powers of attorney required by the United States Department of Treasury and the United States Customs Service.

Section 8. Secretary-Treasurer and Fiscal Officer

A. The Secretary of the Port Authority also shall be the Treasurer of the Port Authority. The Secretary-Treasurer can be, but need not be, a member of the Board of Directors.

G. The Secretary-Treasurer may be compensated for his/her services such sum of money as the Board of Directors may determine and may be reimbursed for reasonable expenses incurred in the performance of these duties.

B. The Secretary-Treasurer shall serve as the Fiscal Officer of the Port Authority.

C. Before entering upon his or her duties, the Secretary-Treasurer shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

D. The Secretary-Treasurer shall attend all meetings of Board, shall keep accurate records of the proceedings at such meetings, and shall attest to the records of the proceedings. The Secretary-Treasurer shall have such authority and perform such duties as are provided by law and such as may, at any time and from time to time, be delegated to the Secretary-Treasurer by the Board of Directors.

E. The Secretary-Treasurer shall cause to be kept accurate books of account of all transactions on behalf of the Port Authority.

H. The Secretary-Treasurer 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 all drafts, checks, notes and other instruments and orders for the payment of money to the Port Authority of its order, and to sign receipts. The Secretary-Treasurer therefore also

shall be empowered: to endorse checks on behalf of the Port Authority on which the Port Authority is designated as a joint payee for its own protection under leases, contracts, insurance settlements and other documents; 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.

I. The Secretary-Treasurer 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 Rules and Regulations.

J. The Secretary-Treasurer shall, from time to time, with the approval of the Board of Directors, allocate and reallocate the funds of the Port Authority into inactive funds, active funds and special funds, as provided or permitted by law.

K. The Secretary-Treasurer shall assist the Executive Director in the preparation of the annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control.

L. The Secretary-Treasurer shall be secretary to all committees, and when directed by the chair of any committee, shall cause minutes of each meeting to be kept.

M. The Secretary-Treasurer shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of Secretary-Treasurer and fiscal officer of an authority, board, commission or business organization. The Secretary-Treasurer shall be deemed to have discharged his or her responsibilities under these rules if he or she shall have caused the same to be discharged by an officer, assistant, or employee of the Port Authority properly authorized or assigned to the Secretary-Treasurer by the Board, except as to any duties which under the law can be discharged only by the Secretary-Treasurer of a Port Authority, pursuant to the provisions of Chapter 4582 of the Ohio Revised Code, and except as to any duties which under law can be discharged only by the fiscal officer of a port authority, in which case the Secretary-Treasurer shall be deemed to have discharged all of his or her responsibilities under these Rules and Regulations if he or she shall have caused the same to be discharged by the Executive Director or Assistant Secretary-Treasurer.

N. The Secretary-Treasurer shall have authority to sign, on behalf of the Port Authority, powers of attorney required by the United States Department of Treasury and the United States Customs Service.

Section 9. Assistant Secretary-Treasurer and Assistant Fiscal Officer

The Board may appoint one or more persons as Assistant Secretary-Treasurer, each of whom shall be an Assistant Secretary-Treasurer and Assistant Fiscal Officer, and who need not be a member of the Board of Directors. Each Assistant Secretary-Treasurer, unless otherwise specified by the laws of Ohio, these Rules and Regulations, the Board, or the Secretary-Treasurer, may perform any and all duties of the Secretary-Treasurer which are customarily and ordinarily delegated to the office of the Secretary-Treasurer and, to the extent permitted by law, may perform such further duties as may be assigned from time to time by the Board or the Secretary-Treasurer. An Assistant Secretary-Treasurer shall serve in the absence of the Secretary-Treasurer and shall have all of the powers, responsibilities and authority of the Secretary-Treasurer when operating in this capacity.

Before entering upon his or her duties, each Assistant Secretary-Treasurer and Assistant Fiscal Officer shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

Section 10. Delegation of Duties

The authority, at all times, to delegate, transfer, assign, and reassign duties, to the extent permitted by law, remains reserved in the Board.

**ARTICLE IV
Meetings**

Section 1. Place of Meetings

All meetings of the Port Authority shall be held at a location as designated from time to time by the Chair.

Section 2. Regular Meetings

Meetings shall be held on such date and at such time and place as shall be designated from time to time by the Chair. Notice of such meetings shall be given to the Directors at least seven (7) days before the time of such meeting.

Section 3. Notice of Meetings

The Secretary-Treasurer shall establish a procedure which shall provide for public notice of meetings of the Board, which notice shall contain the date, time, and place of any meeting of the Board or the Port Authority. The procedure shall comply fully with the provisions of Section 121.22 of the Ohio Revised Code, and a statement of such procedures shall be open to public inspection at all reasonable times.

Section 4. Quorum

A majority of all the 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 the all of the Directors shall be necessary to pass any resolution. The affirmative vote of a majority of the Directors present at any meeting shall be necessary to pass any motion or to conduct any other business which may come before the meeting.

For purposes of these Rules and Regulations, "all the Directors" shall mean the total number of Directors positions authorized by the Resolution establishing the Port Authority, whether or not any of such positions are vacant.

Section 5. Motions or Resolutions

Actions of the Board shall be by resolution or motion. Resolutions shall be in written form. On the passage of every resolution or motion, the vote shall be entered in appropriate Journals.

Section 6. Journals

Minutes of all meetings shall be recorded in books, which shall be designated as 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, together with identification

by appropriate numbering system, and a record of the date and the vote upon its adoption.

All Journals shall be open to public inspection at all reasonable times.

Section 7. 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 by Section 121.22 of the Ohio Revised Code.

Section 8. Conduct of Meetings

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

A. **Vote.** On the passage of every resolution or motion, the vote shall be entered upon the appropriate Journal of the Port Authority. Any Director shall be permitted to change his or her vote until roll call has been verified and result declared.

B. **Absent Member.** Any member who was absent from a meeting may be permitted to have his or her vote recorded upon any question acted upon during his absence; provided that such vote shall not be counted, and such member shall not be entitled to move to reconsider action on the question voted upon.

C. **Division of Question.** If any question contains two or more divisible propositions, the presiding officer may, and upon request of a Director shall, divide the same.

D. **Order of Business.** The business of regular meetings of the generally shall be transacted in the following order:

1. Roll Call
2. Submission of minutes of preceding meeting
3. Reports and communications from the Chairman, Secretary-Treasurer and the administration
4. Other reports and communication
5. Reports of committees
6. Considerations of pending resolutions and motions
7. Introduction of new resolutions and motions
8. Other business

9. Adjournment

E. **Motions.** Motions shall be presented, seconded, and acted upon in accordance with 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 Chair shall be entered upon the minutes of the meeting.

F. **Reconsideration.** After decision of any question, any member who voted with the majority may move a reconsideration of any action at the same or the next succeeding meeting; provided that a resolution authorizing or relating to any contract may be reconsidered at any time before final execution of the contract.

G. **Acting Chairman.** In the absence of the Chairman and Vice Chairman, a quorum of the Board being present, the meeting shall be called to order by the Secretary for the sole purpose of entertaining a motion to nominate an Acting Chairman. An Acting Chairman shall then be selected by majority vote of the members present.

Section 9. Telephone meetings; Proxies

Telephone meetings shall not be permitted. Voting by Proxy shall not be permitted.

**ARTICLE V
Committees**

Section 1. Committees

The Chair from time to time may create committees and appoint members and chairs of those committees.

Section 2. Committee Meetings

In the absence of a Chair or Vice Chair, a quorum of any committee being present, a temporary chair shall be selected by majority vote of the committee members present.

Section 3. Advisory Board

The Board may maintain and name the members of an Advisory Board.

ARTICLE VI
Annual Budget, Appropriations and Contracts

Section 1. Annual Budget

The Board annually shall prepare a budget for the Port Authority.

Section 2. Appropriation Resolution

No money shall be appropriated except by resolution. All resolutions pertaining to fixing a tax rate, appropriating money, issuing bonds, creating any special fund, or creating a liability on the part of the Port Authority for the payment of money shall be authorized by the favorable vote of a majority of all the Directors.

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 perform any other necessary or incidental acts.

Section 3. Contracts

No contract involving an expenditure or commitment by the Port Authority of \$5,000.00 or more shall be made unless the same shall have been authorized by resolution of the Board. Contracts involving expenditures of less than \$5,000.00 may be made by the Chair, Executive Director, or Secretary-Treasurer.

Section 4. Audits

The Board shall cause an audit to be performed at least as often as the Auditor of State shall require by an independent certified public accountant or by the Auditor of State.

Section 5. Fiscal Year

The Port Authority's fiscal year shall be January 1 through December 31.

ARTICLE VII
Administration

Section 1. General Provisions

The Board shall provide for the administration of the Port Authority in accordance with Section 4582.21 through Section 4582.59 of the Ohio Revised Code and other local, state and federal law.

ARTICLE VIII

Bylaws Adopted January 28, 2015
As Amended March 18, 2015

Construction and Amendment

Section 1. Construction & Separability

Each rule and regulation set forth in these Rules and Regulations shall be construed, if possible, in a manner consistent with the laws of Ohio. If and to the extent that any rule and regulation shall be deemed to be in conflict with the laws of Ohio, such rule and regulation shall be void.

Each rule and regulation shall be deemed separable from every other rule and regulation. The invalidity of any rule and regulation shall not affect any other rule or regulation.

Section 2. Amendment

These rules and regulations may at any time be amended or supplemented by majority vote of all the Directors.