

West Central Ohio Port Authority

Rules and Regulations

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**RULES AND REGULATIONS
OF THE
WEST CENTRAL OHIO PORT AUTHORITY
(WESTCO)**

ARTICLE I – OFFICES

Section 1 – Offices

The Board of Directors may establish and maintain a principal office within its jurisdiction and such branch offices as it may require.

ARTICLE II – MEETINGS

Section 1 – Place of Meetings

All meetings of the West Central Ohio Port Authority shall be held at a location as designated from time to time by the Chairman of the Board of Directors. The location of the meeting shall stay consistent, with a few annual exceptions. Meeting time and location are subject to change in the event of a federal holiday, inclement weather or if there is a foreseen lack of quorum.

Section 2 – Regular Meetings

Meetings shall be held at such time and such place as designated annually by the Chairman of the Board of Directors. There shall be no meeting in the months of February, April and October unless specially designated by the Chairman of the Board of Directors. Notice of such meetings shall be given to the Directors at least 48 hours before the time of such meeting.

Section 3 – Special Meetings

Subject to the requirements set forth in Article II, Section 4, special meetings may be called at any time by the Chairman, the Vice Chairman or any three Directors, upon at least 24 hours notice given to each Director.

Section 4 – Annual Meeting

The Port Authority shall hold an annual meeting every year and the Secretary shall provide a yearend report on the status of the Port Authority. The meeting time and location shall be determined on an annual basis.

Section 5 – Notice of Meetings

The Secretary of the Board shall establish a procedure which shall provide for public notice of meeting of the Board of Directors of the West Central Ohio Port Authority, which notice shall contain the time, place and date of any meeting of the Port Authority and shall fully comply with the provisions of Section 121.22 of the Revised Code of Ohio.

Section 6 – Quorum

A majority of all the Directors of the Port Authority shall be a quorum for the transaction of business, but a lesser number may adjourn any meeting. The affirmative vote of a majority of all the Directors shall be necessary to pass any resolution; 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 7 – Motions or Resolutions

Action of the Board of Directors 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 8 – 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 of Directors, 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 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 by Section 121.22 of the Revised Code of Ohio.

Section 10 – Conduct of Meetings

Meeting of the Board of Directors shall be conducted in accordance with parliamentary procedure. Formal procedure is determined first by federal, state, and local law; second by these Rules and Regulations; and shall default to parliamentary procedure outlined in “*Robert’s Rules of Order Newly Revised*.” The meeting of the Board of Directors shall be conducted 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 member of the Board of Directors shall be permitted to change his vote until roll call has verified and result declared.
- B. **Absent Member:** Any member who was absent from a meeting may be permitted to have his 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 a reconsider action of the question voted upon.
- C. **Division of Question:** If any question contains two or more divisible propositions, the presiding officer may 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:
 - 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 standing committees
 - 6. Reports of special committees
 - 7. Other business
 - 8. Adjournment

- E. Motions: Motions shall be presented, second, and acted upon, in accordance with recognized parliamentary procedures after being presented and discussed. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with consent of the second before it has been amended or voted upon. All motions which have been entertained by the Chairman 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 thereof.
- 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 11: Telephone Meetings; Proxies

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

ARTICLE III – DIRECTORS

Section 1: General Provisions

Board members shall be appointed and shall serve according to the terms of the agreement between the Boards of Commissioners of Clark County, Fayette County, and Champaign County.

The powers of the board members are defined by Sections 4582.21 through Section 4582.71 of the Revised Code of Ohio and are qualified by the conditions of the agreement between the counties.

Board members shall comply with local, state, and federal laws and regulations in the performance of their duties.

Section 2: Appointment

The Board of Directors shall be comprised of seven members each of whom shall serve for a term of four years with no term limits. Clark County, Fayette County and Champaign County shall each have two representatives appointed by their respective county commissioners. In addition, a seventh member shall be appointed as an At Large member jointly decided by a majority of the Boards of Commissioners of Champaign, Clark, and Fayette counties.

Section 3: Compensation

Members of the board shall not be compensated for their services as director.

Section 4: Reimbursement of Expenses

Members of the Board may be reimbursed for their reasonable expenses in the performance of their duties.

ARTICLE IV – OFFICERS

Section 1 – General Provisions

The Board of Directors shall elect a Chairman and Vice Chairman and appoint a Secretary and a Treasurer.

Section 2 – Term of Office

Officers shall be elected at a meeting of the Board of Directors to be held in December of each year. They shall serve on an annual basis, and until their successors are elected and qualified.

Any officer may resign by giving written notice to the Secretary, or in the event of resignation of the Secretary, by giving written notice to the Chairman. 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 of Directors.

Section 3 – Removal

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

Section 4 – Vacancies

Vacancies in all offices shall be filled by the Board of Directors.

Section 5 – Chairman

The Chairman shall be a member of the Board of Directors. He shall preside at all meetings of the Board of Directors, 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 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 signature, without derogation of the authority specifically granted by the rules or by the Board of Directors to other persons. He 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 from time to time by the Board of Directors.

Section 6 – Vice Chairman

The Vice Chairman shall be a member of the Board of Directors. He shall perform the duties and have the authority of the Chairman during the absence or disability of the Chairman, and shall preside at the meetings of the Board of Directors when and while the Chairman shall vacate the Chair. The Vice Chair shall perform such other duties and have such other authority as may be assigned to him from time to time by the Board of Directors or the Chairman. At the request of the Chairman, or in his absence or disability, the Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of the Chairman. The authority of the Vice Chairman 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 like authority of the Chairman.

Section 7 – Secretary

- A. The Secretary may also be the Treasurer of the Port Authority. The Secretary need not be a member of the Board of Directors.
- B. The Secretary shall attend all meetings of the Board of Directors and shall keep accurate records of the proceedings at such meetings, which shall be attested by him. The Secretary shall have such authority and perform such duties as are provided by law and may, at any time and from time to time, be delegated to the Secretary by the Board of Directors.
- C. The Secretary shall be secretary to all committees, and when directed by the chairman of any committee, shall cause minutes of each meeting to be kept.
- D. 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. The Secretary shall be deemed to have discharged his responsibilities under these rules if he shall have caused the same to be discharged by an assistant, employee, or agent 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 a Port Authority, pursuant to the provisions of Chapter 4582 of the Revised Code of Ohio.

- E. The Secretary may be compensated for his services such sum of money as the Board of Directors may determine and may be reimbursed for his reasonable expenses in performance of his duties.

Section 8 – Treasurer

- A. The Treasurer may also be the Secretary of the Port Authority. The Treasurer need not be a member of the Board of Directors.
- B. Before entering upon his duties, the Treasurer shall give a surety bond to the West Central Ohio Port Authority in a sum to be determined from time to time by the Board of Directors. 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.
- C. The Treasurer shall cause to be kept accurate books of account of all transactions on behalf of the Port Authority.
- D. The 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 therefore.

The Treasurer shall also be empowered 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 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.
- F. The 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.

- G. The Treasurer shall assist 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.
- H. The Treasurer shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of Treasurer of an authority, board, commission or business organization. The Treasurer shall be deemed to have discharged his responsibilities under these rules if he shall have caused the same to be discharged by an assistant, employee, or agent properly authorized or assigned to the Treasurer by the Board of Directors, except as to any duties which under the law can be discharged only by the Treasurer of a Port Authority, pursuant to the provisions of Chapter 4582 of the Revised Code of Ohio.
- I. The Treasurer shall have authority to sign, on behalf of the Port Authority, powers of attorney required by the Department of Treasury and the United States Customs Service.
- J. The Treasurer may be compensated for his services such sum of money as the Board of Directors may determine and may be reimbursed for his reasonable expenses in performing his duties.

Section 9: Delegation of Duties

There is reserved in the Board of Directors the authority, from time to time, to delegate, transfer, or assign duties, to the extent permitted by law.

Section 10: Execution of Instruments

- A. Deeds, leases, contracts, and agreements and all other documents excepting those referred to in Paragraph B below, shall be signed by the person or officer specified in any pertinent statute as the person or officer required to execute such instrument. If no such statutory requirement exists, such instruments shall be signed by the Chairman or Vice Chairman, and by the Secretary, but the Board of Directors may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Authority.
- B. Checks, drafts, notes, bonds and other instruments requiring the payment of sums of money shall be executed with two signatures: one being of the Chairman or Vice Chairman, and the other being the Treasurer.

The Board of Directors may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Authority.

Section 11: Indemnification

- A. Except for civil actions that arise out of the operation of a motor vehicle and civil action in which the Port Authority is the plaintiff, the Port Authority shall indemnify a director, officer, or employee from liability incurred in the performance of his or her duties. The maximum aggregate amount of indemnification paid directly from Port Authority Funds to or on behalf of any director, officer or employee pursuant to this paragraph shall be One Million Dollars (\$1,000,000.00) per occurrence.
- B. The Port Authority shall not indemnify a director, officer, or employee under any of the circumstance enumerated in Section 4582.03 (C) (2) of the Ohio Revised Code.
- C. The Port Authority shall purchase a policy or policies of insurance on behalf of directors, officers, and employees of the Port Authority from an insurer or insurers licensed to do business in Ohio providing coverage for damages in connection with any civil action, demand, or claim against the director, officer or employee by reason of an act or omission by the director, officer or employee occurring in the performance of his or her duties.

ARTICLE V – OFFICIAL SEAL AND NAME

Section 1: Seal

The Port Authority shall adopt an official seal, which shall be maintained at the office of the Port Authority.

Section 2: Name

The official name of the Port Authority shall be the West Central Ohio Port Authority and shall be referred to with the acronym WESTCO.

ARTICLE VI – COMMITTEES

Section 1 – Committees

The Chairman may, from time to time, create committees, and appoint members and chairman therefore.

Section 2 – Committee Meetings

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

Section 3 – Advisory Board

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

ARTICLE VII – ANNUAL BUDGET, APPROPRIATIONS, AND CONTRACTS

Section 1 – Annual Budget

The Board of Directors shall annually 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 the members of the Board of 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 to perform such other acts as are necessary and incidental thereto.

Section 3 – Contracts

No contract involving an expenditure or commitment by the Port Authority of \$2,500 or more shall be made unless the same shall have been authorized by the Board of Directors. Contracts involving expenditures of less than \$2,500 may be made by the Chairman.

Contracts by the Port Authority involving an expenditure exceeding \$10,000.00 or for the leases or sales of land or property shall be made and entered into only in the manner prescribed in Section 4582.21 through Section 4582.71 of the Revised Code of Ohio, and other state laws, as applicable.

Section 4 – Audits

The Board of Directors shall have an audit performed annually by an independent certified public accountant.

Section 5 – Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE VIII – ADMINISTRATION

Section 1 – General Provisions

The Board of Directors shall provide for the administration of the Port Authority in accordance with Section 4582.21 through Section 4582.71 of the Revised Code of Ohio and other local, state and federal law.

ARTICLE IX – CONSTRUCTION AND AMENDMENT

Section 1 – Construction and Seperability

Each rule and regulation herein set forth 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 in conflict with any such law, such rule and regulation shall be void, but each rule and regulation shall be deemed seperable from every other rule and regulation and its invalidity 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 the Board of Directors.