

**Athens County, Ohio  
Transportation Improvement District  
Code of Regulations**

RESOLUTION NO. TID 2014-01

**Establishing Code of Regulations (Bylaws)  
of the  
Athens County Transportation Improvement District**

**Whereas,** The Board of Trustees of Athens County Transportation Improvement District (“ACTID”), held a regular meeting on the 29th day of May, 2014 at the Athens County Engineer’s Office;

**Whereas,** The ACTID Board of Trustees (the “Board”) has determined, pursuant to its authority vested under Ohio Revised Section 5540.03(A) (1), to adopt bylaws for the regulation of its affairs and conduct of business;

**Whereas,** The Board has reviewed the following set of bylaws and recommends their adoption.

**NOW, THEREFORE, BE IT RESOLVED,** by the Board that:

**SECTION 1.**

The following, together with such supplements or amendments as may from time to time be adopted by the Board, be and they are hereby established as the bylaws of the bylaws of the ACTID:

**ARTICLE I**  
**NAME OF OFFICERS**

Section 1. Name of District. The name of the Transportation Improvement District in Athens County shall be the “Athens County Transportation Improvement District”.

Section 2. Definitions. The term “ACTID” as used herein shall mean the Athens County Transportation District. The terms “Member” or “Trustee” as used herein shall mean a member appointed to serve on the Board of Trustees of the ACTID. The terms “Board of Trustees” or “Board” as used herein shall mean those persons appointed, according to the applicable law, to serve on the Board of Trustees of the ACTID, and such person shall remain as a member of the

Board of Trustees for the purposes of these bylaws during the term of appointment or until resignation or removal from the Board of Trustees.

Section 3. Seal of Authority. The ACTID shall have an official seal and shall be in the form or design as deemed appropriate by the Board.

Section 4. Office of the ACTID. The offices of the ACTID shall be at the Athens County Engineer's Office, but the ACTID may have offices in such other places as the ACTID may from time to time designate by resolution.

## **ARTICLE II** **PURPOSE**

The purpose of the ACTID is to improve the transportation system in Athens County in order to contribute to the creation or preservation of jobs or employment opportunities or the improvement of economic welfare of the people within the area of the ACTID and to all the State, recognizing that it is in the public interest and a proper public purpose for the ACTID 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 ACTID in accordance with its exercise of the authority granted by Sections 5540.01 to 5540.17 of the Ohio Revised Code. Moreover, the exercise of this authority by the ACTID is consistent with and will promote industry, commerce, distribution and research activity in the area of the LCTID and State, consistent with the statement of public purpose set forth in Section 5540.16 of the Ohio Revised Code, and is necessary for the prosperity, health, safety and welfare of the State and its people. The ACTID will provide the local partnering and support structure to coordinate federal, state and local resources for the aforementioned purposes.

## **ARTICLE III** **GOVERNANCE**

Section 1. Board of Trustees. The general management of the affairs of the ACTID shall be vested in the Board of Trustees who have been appointed pursuant to Ohio Revised Code Section 5540.02(C) (2). All members of the Board shall serve without compensation, but shall be entitled to be reimbursed for all necessary and reasonable expenses incurred in relation to business of the ACTID and such expenses shall be submitted to the Board or its designee for approval and processing.

Section 2. Officers. The Officers of the Board shall be Chairman, Vice-Chairman, and Secretary and Treasurer elected from the Board as provided in Section 5540.02 (C)(2).

Section 3. Duties of the Board. The Board shall have general charge and management of the affairs and property of the ACTID, The Board shall have the full power to carry out the purposes and duties of the ACTID, and all responsibilities and powers reasonably incident thereto, in

accordance with chapter 5540 of the Ohio Revised Code and any other applicable law or regulation. The Board may also make and enforce rules and policies for the conduct of the business and operation of the ACTID and its employees, consistent with applicable law.

Section 4. Appointment of Committees. The Board may appoint and constitute such committees as it deems necessary for the operation of the ACTID or for the efficient functioning of the Board. The Board shall designate a chairman 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 members present at each meeting. Each committee may establish a procedure for 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 of Trustees. 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.

Section 5. Standing Committees.

- a. Finance Committee. The Finance Committee reviews and makes recommendations on matters dealing with general financial policy, auditing functions, budgetary concerns and the acquisition and administration of capital funds.
- b. Operations and Human Resources Committee. The operations and human resources committee reviews and recommends policies regarding management, operations and operating personnel. It also coordinates the relationship between operations and the Board.
- c. Governance Committee. The governance committee coordinates all interim and long range planning, including financial planning. It also identifies additional sources of funding.

**ARTICLE IV**  
**OFFICERS**

Section 1. Chairman. The Chairman shall preside at all meetings of the Board and shall be the chief officer of the ACTID. He/she shall perform all duties commonly incident to the position of presiding officer or 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 of the business of the ACTID, its officers and employees. The chairman shall conduct meetings of the Board, and if disputes should arise, *Roberts Rules of Order* shall apply to the conduct of the meetings. The Chairman, in consultation with the Board, may develop a policy on the parameters and procedures for public comment at these meetings, to

include requiring written questions or comments to be submitted in advance as may be required to conduct orderly and efficient meetings of the Board except as otherwise authorized by resolution of the Board, the Chairman or Vice-Chairman, or their designated agent, shall sign all contracts, releases, notes, bonds, and other instruments and documents to be executed on behalf of the ACTID as authorized by the Board. He/she shall be the chief officer of the ACTID for the purpose of civil process and is authorized to accept such service on behalf of the ACTID. He/she shall perform such other duties and have such other authority as may be provided from time to time by the Board.

Section 2. Vice-Chairman. The Vice-Chairman shall perform the duties and have the authority of the Chairman during the absence or inability of the Chairman to perform his/her duties, and shall preside at all meetings of the Board when and while the Chairman is vacant from the Chair. When performing the duties and having the authority of the Chairman, the Vice-Chairman shall have all the powers of the Chairman.

He/she shall perform such other duties and have such authority as the Board may from time to time provide. At any meeting at which both the Chairman and Vice-Chairman are absent, the Board, by a majority vote of those present, may elect a member of the Board to serve as presiding officer for that meeting.

Section 3. Secretary.

- a. The Secretary or his/her designee shall attend all the meetings of the Board and shall keep accurate records of the proceedings at such meetings, which shall be attested by him/her. He/she 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 him/her by the Board.
- b. He/she shall have custody of and maintain all minutes, resolutions, records, documents and files of the ACTID and certify any minutes, resolutions, records, or documents of the ACTID as true and exact copies thereof. 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 ACTID or under the ACTID's control.

Section 4. Treasurer.

- a. The Treasurer or his/her designee shall attend all meetings of the Board and shall keep accurate records of the financial transactions of the Board. He/she 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 him/her by the Board.
- b. The Treasurer shall be the fiscal officer of the ACTID. Before receiving any monies, the Secretary/Treasurer shall be covered by a compensated surety bond to and in

favor of the ACTID, such bond to be conditioned upon faithful performance of the duties of the officer, to be executed by sureties satisfactory to the ACTID or. In the alternative, be covered by a crime policy for governmental entities/individual fidelity policy, in the amount of \$100,000.00. The cost of such bond and any other surety bonds or such crime/fidelity policies required by these bylaws shall be paid for by the ACTID.

- c. The Treasurer shall cause to be kept accurate books of accounts of all transactions on behalf of the ACTID. He/she shall have the care and custody of the funds of the ACTID and may on behalf of the ACTID endorse as a cosigner with the Chairman or other designee of the Board, with his/her manual or facsimile signature for deposit or collection all checks, drafts, notes, and other instruments and orders for the payment of money to the ACTID, or its order, and sign receipts thereof. The Treasurer shall also have authority, as cosigner with the ACTID's Chairman or other designated board member, to execute with his/her manual facsimile signature on behalf of the ACTID, all vouchers for payments to be made by the ACTID and checks, drafts, notes, and other obligations of the ACTID for the payment of money by the ACTID in the manner and to the extent provided by these bylaws.
- d. The Treasurer shall, from time to time, with the approval of the Board, allocated and reallocated funds of the ACTID into accounts designated by the Board, and as provided or permitted by law.
- e. The Treasurer 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.

Section 5. Election. The term of each officer shall be one year and until his/her successor in office is elected by 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 office upon their election. If any officer shall cease to be a member of the Board during any term of office, he/she shall also cease to be an officer.

Section 6. Resignation. Any officer may resign his/her position as such officer by giving written notice of such resignation to the Chairman, provide that in the event of resignation of the Chairman, then such written notice shall be given to the Vice-Chairman. 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 by the proper officer. 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.

Section 7. Removal. All officers shall serve at the pleasure of the Board and shall be subject to removal by an affirmative vote of the majority of the Board at any time.

Section 8. Vacancies. Vacancies in the position of any office shall be filled by an affirmative vote of a majority of the Board for the remainder of the term.

Section 9. Miscellaneous.

- a. Each officer, or his/her designee, shall have such other authority and perform such other duties as are conferred by law upon or incident to such office of an authority, board, commission, or business organization. He/she shall be deemed to have discharged his/her responsibilities under these bylaws if he/she shall have caused the same to be discharged by an assistant or other person properly authorized or assigned to him/her by the Board, except as any duties under law can be discharged only personally by that office, pursuant to provisions of the Ohio Revised Code as particularly applicable to the CTID or other applicable laws.
- b. The officers of the ACTID shall perform such duties and functions as may from time to time be required by statute, by the ACTID or the bylaws or rules and regulations of the ACTID.

**ARTICLE V**  
**MEETINGS**

Section 1. Notice.

- a. Regular meetings of the Board shall be posted on the Engineer's bulletin board and, when established, in the office of the ACTID 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.
- b. Regular meetings of the Board shall be held on the third (3<sup>rd</sup>) Tuesday of each January, April, August, and November except for legal holidays and days on which majority of the Board may be unavailable.
- c. A special meeting of the Board may be called by the Chairman or Vice-Chairman fulfilling the Chairman's duties, or by any three (3) members of the Board. The

members calling special meetings shall give notice, or cause the same to be given, to the other members of the Board, of the date, hour and place of the meeting. Such notice may be given in person, to include telephonic communication, by telefax, or electronic communication (email) and shall be sent at least twenty-four (24) hours prior to any special meeting.

- d. Any news media requesting notification of special meetings shall be given twenty-four of the Board shall be open to the public as provided by Section 121.22 of the Ohio Revised Code.

Section 2. Quorum. A majority of the voting members of the Board constitute a quorum, the affirmative vote of which is necessary for any action taken by the ACTID provided that less than a quorum may meet and adjourn at the direction of the presiding member, to some other time or until a quorum is obtained; provided that notice of adjournment by less than a majority to a meeting time or place other than the next regular meeting shall be given to absent members in the same manner as notice of a special meeting. At all meetings of the Board, a quorum is required for the purpose of transacting business. No vacancy in the Board shall impair the rights of a quorum to exercise all right and perform all the duties of the ACTID.

Section 3. Place of Meeting. All meetings of the ACTID shall be held at such places as may be designated by the Chairman or presiding member.

Section 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

Section 5. Minutes and Resolutions.

- a. 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 or person designated by the Secretary in the absence of the Secretary, by the Board.

- b. 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.
- c. 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, when awarding a contract, or when the Board enters into executive session, pursuant to Section 121.22 of the Ohio Revised Code.
- d. 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 or his/her designee and shall be maintained and kept by the Secretary or person designated by the Board to do so. Resolutions shall be annually numbered consecutively beginning with number 1. Each resolution shall bear as a prefix to its number the year which it has been adopted, except for resolutions predating these bylaws.

#### Section 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. Any member of the Board shall be permitted to change their vote until the result has been verified and recorded. Motions for such reconsideration on any vote may be made by any other member who is in the majority on such vote. Such motion must be made no later than the closing of the meeting at which such vote has been taken.
- c. Any member who is unavoidably absent from a meeting may be permitted to have a proxy attend in place of trustee with full voting capability.



- d. If any question contains two or more divisible propositions, the presiding member may, and upon request shall, divide the same.

Section 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 6.

Section 8. Absence of Secretary. In the event the Secretary and his/her designee is absent from any meeting the presiding member may designate a person, who need not be a member of the Board, as acting Secretary to record the minutes of the meeting and attest any resolutions adopted at such meeting. The acting Secretary may also certify as to the authenticity of any resolution adopted at such meeting or to the correctness of a copy or extract of the minutes of such meeting.

## **ARTICLE VI** **POWERS AND DUTIES OF BOARD OF TRUSTEES**

Section 1. Employees, Professional Consultants, and Advisors. The Board may from time to time appoint and retain an ACTID Director and such assistants, subordinates and other employees, professional 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.

Section 2. Delegation of Duties. There is reserved in the Board, the authority from time to time to delegate, transfer, or assign duties of the officers and employees to the extent of the law.

### Section 3. Execution of Instruments.

- a. Deeds, leases, contracts and other agreements. Deeds, leases, contracts, 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 instrument shall be signed by the Chairman or Vice-Chairman. The Board 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 ACTID.
- b. Checks, drafts, other instruments, etc.

- i. 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 ACTID's General Fund for credit to the General Account of that fund.
- ii. Within said General Account, Operating Account and Payroll Clearing Account are hereby authorized.
- iii. Moneys will be transferred from said General Account to the Operating Account to meet need as it may arise. Such amount shall be so transferred from time to time to the Operating Account to provide sufficient funds to meet anticipated needs and to provide an amount for contingencies. The objective is to keep the Operating Account balances, which are not earning interest, at a minimum.
- iv. The Operating Account is to be used for disbursement of all expenses of the transit/ transportation operations. Expenses paid from the Operating Account shall include, but will not be limited to, administration, wage and salary expenses, research and planning, finance and professional and consulting fees.
- v. The Payroll Clearing Account is to be used for the payment of salaries and wages and is to be maintained by the transfer from time to time of the amount of each payroll require to be paid to employees of the ACTID to the payroll Clearing Account from the Operating Account. A balance not to exceed \$3,000.00 is to be maintained in such account for the issuance of emergency payroll checks.
- vi. Depositories for the ACTID's General Fund shall be authorized by the Board by resolution only.
- vii. Checks, drafts, and other instruments requiring the payment of appropriated sums of money from other than the Operating Account or Payroll Clearing Account, or other than for the deposit in the Operating Account or Payroll Clearing Account shall be executed by the Chairman or Vice-Chairman. Any instrument may be executed by anyone of such officers.
- viii. Checks, drafts and other instruments requiring the payment of appropriated sums of money from the Operating Account and the Payroll

Clearing Account shall require two different signatures, one of which may be a facsimile in the case of the Operating Account, and both of which may be facsimiles in the case of the Payroll Clearing Account, of the Chairman, Vice-Chairman, Secretary, or the Treasurer.

- c. Purchase Orders. Purchase orders for materials and services for which expenditures have been authorized may be signed by the Chairman, Vice-Chairman, Secretary, Treasurer, or ACTID Director.

Section 4. Reimbursement of Expenses. All members of the Board, officers, employees and any professional consultants or advisors employed by the Board, who properly incur expenses in the course of their official duties, shall be reimbursed for such expenses so incurred, upon vouchers approved by the Chairman, Vice-Chairman, Secretary, or Treasurer.

## **ARTICLE VII**

### **INDEMNIFICATION**

Section 1. Trustee, Officer, and Employee. The ACTID shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil administrative, or investigative, by reason of the fact that such person is or was a trustee or officer of the ACTID, in the event that indemnification is not otherwise provided by virtue or officer of the ACTID. Such indemnification shall include expenses, including attorney's fees, judgments and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding provided that:

- a. such trustee or officer was not acting manifestly outside the scope of his/her employment or official responsibilities, and was not acting with a malicious purpose, in bad faith, or in a wanton or reckless manner; or
- b. such expenses, attorney's fees, judgments and amount paid in settlement were not incurred as a result of any action by the ACTID against a trustee or officer or by such trustee or officer against the ACTID.

Section 2. Exclusions.

- a. The ACTID shall not indemnify a trustee or officer for any expenses, attorney's fees, judgments and amounts paid in settlement:

- i. if such amounts are paid by a company issuing a policy of insurance for civil liability;
  - ii. if such amounts represent punitive or exemplary damages;
  - iii. or if such amounts represent a portion of a settlement or consent judgment which the Board determines to be unreasonable.
- b. The foregoing is not intended to, and does not eliminate, limit, or reduce any immunity from liability that may from time to time extend to the trustees, officers, and /or employees by any provision of the Ohio Revised Code or by the common law.

Section 3. Insurance. The ACTID may procure a policy or policies or insurance insuring its trustees and officers against liability on account of any action, suit, or proceedings, arising as a result of such trustees', officers', or employees' actions or omissions in their official capacity on behalf of the ACTID.

## **ARTICLE VIII** **APPROPRIATIONS AND CONTRACTS**

Section 1. Appropriations. Appropriations and budget procedures shall be in accordance with the provisions of these bylaws and Chapter 5540 of the Ohio Revised Code.

Section 2. Contracts. Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and these bylaws.

Section 3. Expenditures. Expenditures in excess of \$25,000.00 shall be authorized by the Board. Expenditures of \$25,000.00 or less for which moneys have been appropriated may be made on authorizations of the Chairman, Vice-Chairman, Secretary, or Treasurer.

## **ARTICLE IX** **MANAGEMENT**

Section 1. The Board may from time to time establish a table of organization and create such departments as it may deem necessary to carry on the function of the ACTID.

Section 2. Except as provided in Article II, Section 8, salary ranges for all personnel employed shall be fixed by resolution of the Board; provided that the Chairman shall review all salary ranges annually and recommend to the Board such adjustments as deemed appropriate.

Section 3. Except as herein provided, office hours, hours of work, holidays, vacations, sick leave, payment in lieu of vacation or sick leave, military leave, funeral attendance, leave of absence without pay, medical insurance, jury duty, reimbursement of expenses, and pension matters shall be established by further resolution of the Board.

**ARTICLE X**  
**CONSTRUCTION, AMENDMENT, AND EFFECTIVE DATE**

Section 1. Construction and Separability. Each bylaw herein set forth and each provision thereof shall be construed, if possible, 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.

Section 2. Amendments. These bylaws may be amended from time to time by a majority vote of the members of the Board; provided that at least 10 days written notice enclosing a copy of the proposed amendment be given to each member of the Board by certified or registered mail or personally acknowledged by each member.

Section 3. Effective Date. These bylaws shall be adopted this date with an effective date of 29<sup>th</sup> day of MAY, 2014.

**SECTION 2.**

It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

**SECTION 3.**

This resolution shall take effect immediately upon its adoption.

Paul Wieh moved for adoption of this resolution,

STEVE PIERSON seconded the resolution, and the roll being

called upon the question of its adoption, the vote resulted as follows:

Ayes: 4

Nays: 0

Abstain: 0

Absent: 1

ADOPTED, this 29<sup>th</sup> day of May, 2014.

  
Chairman

**CERTIFICATE OF SECRETARY**

I hereby certify that the foregoing is a true and correct copy of a Resolution adopted on

the 29<sup>th</sup> day of May, 2014.

  
Secretary