

RESOLUTION NUMBER 301-1953

By Mr. Teagarden

Seconded by Mr. Allen

A RESOLUTION ADOPTING A CODE OF  
BY-LAWS.

RESOLVED that the commission does hereby adopt the following code of by-laws:

OHIO TURNPIKE COMMISSION

Code of By-laws

ARTICLE I

Officers; Appointment, Duties, etc.

Sec. 1. Officers. As provided by law, the officers of the Ohio Turnpike Commission (hereinafter called the "commission") shall be a chairman, a vice chairman, a secretary-treasurer, and an assistant secretary-treasurer. Each of them shall be elected at the first meeting of the commission which is held after the thirtieth day of June in each odd-numbered year, and shall serve until his successor is elected and qualified as required by law; provided, however, that any officer who was a member of the commission when elected to his office shall cease to hold such office when and if he shall cease to be such member.

Any officer may resign by giving written notice to the chairman and secretary-treasurer, wherein he shall state when his resignation shall be effective. Any officer may be removed by vote of the commission if he shall become physically or mentally incapacitated from performing his duties as such officer. All vacancies shall be filled by election by the commission.

Sec. 2. Chairman. The chairman shall be one of the appointed members of the commission. He shall preside at all meetings of the Commission, and shall be the chief executive officer of the commission. He shall perform all the duties commonly incident to the position of presiding officer of a board or commission, and all the duties commonly incident to the position of chief executive officer of a board, commission, or business organization. He shall have authority (without impairment of any authority specifically granted by the commission to other persons) to sign all contracts, releases, and other instruments and documents to be executed on behalf of the commission. He shall perform such other duties and have such other authority as the commission may from time to time provide.

Sec. 3. Vice Chairman. The vice chairman shall be one of the appointed members of the commission. He shall perform the duties and have the authority of the chairman during the absence or disability of the chairman, and shall preside at meetings of the commission when and while the chairman shall vacate the chair. He shall perform such other duties

and have such other authority as the commission may from time to time provide.

Sec. 4. Secretary-Treasurer. The secretary-treasurer may, but need not, be a member of the commission. If he be a member of the commission, he shall receive no compensation for his services other than as a member of the commission. If he is not a member of the commission, he shall receive such compensation as the commission may provide. Before entering upon his duties he shall give a surety bond to the State of Ohio in the penal sum of \$50,000, such bond to be conditioned upon the faithful performance of the duties of the office, to be executed by a surety company authorized to transact business in the State of Ohio as surety, and to be approved by the governor and filed in the offices of the secretary of state.

The secretary-treasurer shall be present at meetings<sup>s</sup> of the commission and keep accurate records, in books provided for the purpose, of the proceedings had at such meetings. He shall have all such authority and perform all such duties as are provided by law and in any trust agreement or other contract entered into by the commission.

The secretary-treasurer shall have the care and custody of the funds of the commission. He shall have the custody of the official seal of the commission. He may, on behalf of the commission, endorse for deposit or collection all checks, notes, and other instruments and orders for the payment of money to the commission or to its order, and may accept drafts on its behalf. He shall cause to be kept accurate books of account of all official transactions of the commission. He shall have authority (without impairment of any authority specifically granted by the commission to other persons) to sign, on its behalf, all receipts and vouchers for payments made to the commission and all checks, drafts, requisitions, notes, and other orders and obligations of the commission for the payment of money by the commission.

The secretary-treasurer shall have such other authority and perform such other duties as are commonly incident to the office of secretary and the office of treasurer of a board, commission, or business organization. He shall be deemed to have discharged any of his responsibilities under these by-laws if he shall have caused the same to be discharged by the assistant secretary-treasurer, except in any cases in which, under the law, only the secretary-treasurer may discharge them.

Sec. 5. Assistant Secretary-Treasurer. The assistant secretary-treasurer may, but need not, be a member of the commission. If he be a member of the commission, he shall receive no compensation for his services other than as a member of the commission. If he be not a member of the commission, he shall receive such compensation as the commission may provide. Before entering upon his duties he shall file with the commission a surety bond to the State of Ohio and the commission in the penal sum of \$50,000; such bond to be conditioned upon the faithful performance of the duties of the office, to be executed by a surety company authorized to transact business in the State of Ohio as surety, and to be approved by general counsel.

The assistant secretary-treasurer may perform any and all of the duties, and have the authority, of the secretary-treasurer, except only such authority and duties as only the secretary-treasurer, under the law, may have and perform, respectively. He shall discharge any and all of the responsibilities of the secretary-treasurer, subject to the exception aforesaid, the discharge of which the secretary-treasurer shall require of him.

## ARTICLE II

### Meetings of Commission

Sec. 1. Quorum. As provided by law, three members of the commission shall constitute a quorum, and the affirmative vote of three members shall be necessary for any action taken by the commission.

Sec. 2. Places. All regular meetings of the commission shall be held at its principal offices, unless some other place be designated by the commission at a preceding meeting. The place where each special meeting shall be held shall be designated in the call thereof.

Sec. 3. Regular Meetings. Regular meetings of the commission shall be held at 11:00 A. M., official Columbus time, on the first Tuesday of each month; provided that in any case in which it appears to the chairman to be inexpedient that any regular meeting be held at said hour or on said day, the chairman is authorized to change the hour or date or both for such meeting by mailing or delivering written notice, or causing the same to be mailed or delivered, to the other members of the commission at least 48 hours before the time for such meeting.

Sec. 4. Special Meetings. Special meetings may be held at any time upon the call of the chairman. He shall give notice, or cause the same to be given, to the other members of the commission of the date, hour and place of such meeting. Such notice may be given in writing, or by telegram, or orally, and shall if possible be given to each member sufficiently in advance of the hour fixed for the meeting that he will have time to travel to the place of meeting, and 24 hours besides; except that if all the members of the commission are together at one place, an oral call may issue and a special meeting may be convened immediately and without any lapse of time after such call.

Sec. 5. Minutes and Journal. The minutes of all meetings shall be recorded in special books to be kept for that purpose. With respect to each meeting there shall be shown the date and place at which it was held, the names of the members present, a summary of things said and done, and a record of each vote taken. Resolutions adopted shall be identified, and may be set forth in full. There shall be maintained a separate journal in which shall be set forth in full text each resolution adopted by the commission, together with identification of each resolution by a number, and a record of the vote upon its adoption. As provided by law, said journal shall be open to the inspection of the public at all reasonable times.

### ARTICLE III

#### Official Seal

The official seal of the commission shall consist of the embossed impression of a circular, metallic disc, containing in the outer rim the words "OHIO TURNPIKE COMMISSION" and "SEAL--1949"; containing between the circumferences of two small concentric circles, to be located at the upper portion of the space within the outer rim, the additional words "TOLL ROAD"; containing also within said outer rim an outline of the shape of the State of Ohio within which shall be depicted a duplex highway on a bridge over a stream and outlines of the leaves and of the fruit of the buckeye trees; and containing within the smaller of the aforesaid concentric circles a representation of a nineteenth-century toll house and toll gate and a wagon road.

### ARTICLE IV

#### Offices, Office Hours, Hours of Work, and Holidays

Sec. 1. Principal Office. The commission's principal office shall be within the limits of Franklin County, Ohio.

Sec. 2. Other Offices. The commission may maintain other offices as its business may require, and as it shall see fit.

Sec. 3. Office Hours. Unless and except as the commission shall otherwise specifically direct, its principal offices shall be open from 8:30 A. M. to 5:00 P. M. on all days except Saturdays, Sundays, and holidays, and on Saturdays which are not holidays and do not immediately follow holidays falling on Friday shall be open from 8:30 A. M. to 12:00 M., official Columbus time. Other offices shall be open during such hours as the commission shall direct, or, in the absence of direction by the commission, as the executive director shall direct.

Sec. 4. Hours of Work. Except as may be otherwise provided in an employee's contract of employment, the normal, average work-week of salaried employees shall be of forty hours' duration, exclusive of lunch periods. Department heads and professional employees shall devote such time to their work as is necessary adequately to discharge their responsibilities. Each department head shall so arrange the schedule of work of his subordinates and clerical employees in his department, at the commission's principal office, that approximately one-third of them shall work each Saturday morning (except Saturdays on which the principal office is closed). (Note: A schedule which requires an employee to work seven and three-fourths hours on Mondays, Tuesdays, Wednesdays, Thursdays, and Fridays, and three and three-quarters hours every third Saturday will result in an average work-week of forty hours.) Employees performing their services at the commission's principal office (other than custodians and janitors) shall not be required to work on days on which the office is closed, as above in section 3 provided. All state laws applicable to the employment by nongovernmental employers of women and minors shall be observed, even though the same be not applicable to the commission in its capacity as a governmental employer. Every employee shall be permitted to take time off for voting in public elections, to the extent reasonably necessary in each case under the circumstances thereof. The pay of salaried employees shall not be reduced on account thereof.

Sec. 5. Holidays. The following shall be observed as holidays: New Year's Day, Washington's Birthday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day. When New Year's Day, Memorial Day, Independence Day, or Christmas falls on a Sunday, the following day shall be observed as a holiday.

ARTICLE V

Staff: Administrative Officers and Departments

Sec. 1. Executive Assistant to Commission. The executive assistant to the commission shall serve and report to it directly. He shall handle arrangements for commission meetings, process and be responsible for correspondence of the chairman and members of the commission, and perform such other duties as shall from time to time be prescribed by the commission, or, between meetings of the commission, by the chairman. He shall employ such clerical and other assistants as are necessary for the proper discharge of his duties. He shall be a "department head" as that term is used in this code of by-laws.

Sec. 2. Staff, Generally. In addition to the executive assistant to the commission and his assistants, the commission's staff shall include and be divided into the following departments, headed by the following officers:

<u>Department</u>	<u>Head</u>
Executive Department	Executive Director
Engineering Department	Chief Engineer
Legal Department	General Counsel
Accounting and Auditing Department	Comptroller
Information and Research Department	Director of Information and Research

The departments and department heads and their subordinates shall have the functions, duties, and authority set forth below in this article V, in any contracts and resolutions of the commission, in any detailed "plans of organization and administration" of the several departments and sections hitherto adopted by the commission to the extent that such plan is not inconsistent herewith, and in any "plan of organization and administration" hereafter filed, pursuant to this section 2. Promptly after the adoption of this code of by-laws, each head of a department or section for which a "plan of organization and administration" has hitherto been adopted shall file the same, amended to the extent required to make it consistent with this code of by-laws, with the secretary of the commission, and the head of each other department shall prepare, with the advice and approval of general counsel, such a "plan" for his department and so file it. Each such amended and new plan shall set forth the authority and duties of the department and section heads, shall provide for lines and delegations of authority within the department and each section thereof, shall provide generally for the administration of the department, and shall become effective upon filing with the secretary, subject, however, to any modification or rescission which may thereafter be ordered by the commission. Thereafter, amendments of any such plan may be prepared and filed as aforesaid by any department head, to become effective upon such filing, subject to rescission or modification as aforesaid.

Sec. 3. Executive Director. Subject to legislation and directive of the commission, the executive director shall have general control of, and be responsible for, the construction, operation, and maintenance of projects undertaken by the commission, and shall have supervisory control over all employees of the commission at its headquarters or elsewhere, except those in departments whose heads report directly to the commission. With respect to all employees he shall be responsible for causing adequate personnel records and procedures to be maintained. The executive director shall have supervision over the following departments and sections, and the following heads thereof shall report to him:

<u>Department or Section</u>	<u>Head</u>
Engineering Department	Chief Engineer
Right-of-way Section	Chief
Reproduction Section	Chief
Headquarters-maintenance Section	Purchasing Agent
Information and Research Department	Director

In addition the head or heads of any departments, sections, or other divisions,

hereafter constituted, which shall be responsible for maintenance and operations of any projects undertaken by the commission shall report to the executive director. The executive director shall have all the same authority to make, sign, and deliver contracts of the commission which has hitherto been conferred upon any of the chief engineer, executive assistant, and chief of the right-of-way section; the same authority as hitherto conferred upon general counsel to make, sign, and deliver contracts of the commission for the purchase of rights of way; and the same authority as hitherto conferred upon the chief engineer with respect to the issuance of addenda to "contract documents" comprising or to comprise parts of contracts solicited by advertisement for bids under the law.

Sec. 4. Executive Department. The right-of-way, reproduction, headquarters-maintenance, and purchasing sections, together with the assistants and clerical personnel employed or assigned to work under the executive director, shall comprise the executive department. It shall handle all phases of the commission's operations and business which do not fall within the spheres of responsibility of the other departments, including the purchase and administration of insurance.

Sec. 5. Engineering Department. The engineering department shall have charge of and responsibility for all phases of engineering work involved in the construction, operation, and maintenance of turnpike projects, subject to any arrangements, including divisions of responsibility, which are provided for in contracts between the commission and consulting engineers and engineering firms. The chief engineer shall report and be answerable to the executive director.

Sec. 6. Legal Department. The legal department shall have charge of and responsibility for maintaining the legal position of the commission, for all legal work of the commission, and for all legal advice and services furnished to it, subject to any arrangements, including divisions of responsibility, which are provided for in contracts between the commission and retained (i. e., non-employee) lawyers and law firms. General counsel shall report and be answerable to the commission.

Sec. 7. Accounting and Auditing Department. The accounting and auditing department shall have charge of and responsibility for all book-keeping, accounting, auditing, and financial-statistics work of the commission, subject to any arrangements, including divisions of responsibility, which are provided for in contracts between the commission and public accountants or public-accounting firms. The comptroller shall report and be answerable to the commission.

Sec. 8. Information and Research Department. The information and research department shall have charge of an responsibility for all information-gathering and-disseminating work of the commission, and all its research work except that in engineering, legal, accounting or other technical fields.

## ARTICLE VI

### Leaves of Absence

Sec. 1. Military Leaves. Leave with full pay, for not more than 15 days, in the aggregate, in any calendar year, will be granted to any employee who is a member of the active organized reserve of the Army, Navy, or Air Force of the United States or of the National Guard of the United States while under competent orders for active military duty. Such leave, with pay, shall not be granted for more than 15 days, in the aggregate, in any calendar year unless the commission shall specifically so order or provide.

Sec. 2. Sick Leaves. Leaves with full pay on account of sickness may be granted by the respective department heads to employees of the commission, subject to the following conditions:

Sec. 2.1. Each salaried employee of the commission shall be entitled to sick leave of five work days, plus one and one-fourth work days for each month of continuous service, but not in excess of 20 work days in any calendar year.

Sec. 2.2. An employee may use sick leave, upon approval of the head of his department, for absence due to his own illness, injury, or exposure to contagious disease which might reasonably be expected to be communicated to other employees, and for absence due to illness or death in the employee's immediate family.

Sec. 2.3. An employee shall not be deemed to be on sick leave on any day which is observed as a holiday, pursuant to this code of by-laws.

Sec. 2.4. If any employee shall receive or be entitled to Ohio workmen's compensation with respect to any portion of any period of sick leave, his sick-leave pay shall be reduced by the amount of such compensation.

Sec. 2.5. "Work days" are Mondays, Tuesdays, Wednesdays, Thursdays, and Fridays. The pay for one work day, in the case of a salaried employee, shall be 4.61% on his monthly salary.

Sec. 2.6. In cases in which a salaried employee is absent on account of illness or for other reasons for less than one full work day, his department head may permit him to make up the lost time at a later date, without loss or adjustment of pay.

Sec. 2.7. Each department head shall administer sick leaves within his department equitably, but with zealous regard for the fact that the commission grants such leaves only to ameliorate hardship, and not as a perquisite of employment to which an employee is entitled as of right, regardless of his ability to work. Each department head may require his employees to present evidence satisfactory to him of the existence of facts entitling them to sick leave, and may deny such leave for failure to present such evidence.

Sec. 3. Vacations. Vacations leaves, with full pay, will be granted as follows:

Sec. 3.1. Vacations of all employees shall be taken, except as herein otherwise provided, during the period commencing on May 1, and ending on September 30 of each year. Said period is herein designated as the normal vacation period.

Sec. 3.2. By mutual consent of an employee and his department head, said employee may take his vacation, or a portion thereof, subsequent to September 30; provided, however, that except as herein otherwise specifically set forth or unless otherwise so ordered by the commission, the vacation for any calendar year must be taken prior to the end thereof.

Sec. 3.3. By mutual consent of an employee and his department head said employee may, if, and only if, he has completed 12 full months of continuous service with the commission as of the beginning of his vacation, take his vacation during a period commencing after January 1 and prior to May 1. In such case, if the employee's current period of continuous employment is terminated prior to the first day of May next after the beginning of such vacation, the employee's terminal-salary payment shall be reduced by an amount equal to 1% of his monthly salary for each 8 days remaining between the date of termination of his employment and said May 1.

Sec. 3.4. Subject to the foregoing, each employee's vacation shall be taken at such time as shall be fixed or approved by his department head, in order that there shall be as little interference as possible with the normal functioning of the department.

Sec. 3.5. Each employee who shall have been continuously employed by the commission since May 15 of the preceding year, shall be entitled in each calendar year to two weeks of vacation leave with pay.

Sec. 3.6. In the case of each employee whose current period of continuous employment shall have commenced after May 15 of the preceding year, the number of work days of paid vacation shall be as follows:

If Current Period of Continuous Employment

<u>Began after Preceding</u>	<u>And Before Preceding</u>	<u>Work Days of Paid Vacation</u>
May 18	June 24	9
June 23	July 30	8
July 29	September 3	7
September 2	October 9	6
October 8	November 14	5
November 13	December 19	4
December 18	January 24	3
January 23	March 1	2
Last day of February	April 5	1

Sec. 3.7. Any employee who is entitled to one, two, three, or four work days of paid-vacation leave in any year may be permitted, by his department head, to take enough additional work days of leave without pay to make a total of five. Any employee who is entitled to six, seven, eight, or nine work days of paid-vacation leave in any year may be permitted, by his department head, to take enough additional work days of leave without pay to make a total of ten.

Sec. 3.8. Any employee whose employment commenced before May 1, 1952, shall be entitled to one work day of paid vacation for each 36 days (or major fraction thereof) elapsed between the commencement of his employment and May 1, 1952. Notwithstanding any other provision hereof, he may take such vacation at any time satisfactory to his department head.

Sec. 3.9. "Work days" are Mondays, Tuesdays, Wednesdays, Thursdays, and Fridays.

Sec. 3.10. All vacations shall begin on Monday, unless special permission to commence on some other day shall be granted by the employee's department head.

Sec. 3.11. When an employee's paid-vacation ends on a Friday, he shall not be required to work on the next Saturday.

Sec. 3.12. When a day observed as a holiday (as provided in this code of by-laws) falls on a work day during an employee's paid-vacation-leave period, he shall be entitled to an additional work day of such leave, either at the beginning or end of such period, as his department head shall prescribe.

Sec. 3.13. If at the date of termination of any period of continuous employment of any employee he shall have had less than one work day of paid vacation during such period for each one and one-fifth months of such period, he shall be given terminal pay in lieu of vacation, at the rate of one work-day's pay for each one and one-fifth month for which he shall not have had a work day of vacation. For this purpose, a fraction of one and one-fifth month of 19 days or more shall be deemed to be a full one and one-fifth month. One work-day's pay, in the case of a salaried employee, shall be 4.61% of his monthly salary.

Sec. 4. Other Voluntary Leaves. Within reasonable limits, and exercising his authority sparingly, any department head may grant any employee leave, other than vacation leave, without pay, when in the opinion of the department head such action is warranted and the work of his department will not be impaired. For each work day of leave without pay, there shall be deducted from the pay of a salaried employee an amount equal to 4.61% of his monthly salary.

Resolution adopted July 9, 1953, the vote being recorded upon call of the roll, with the result of the vote as follows:

<u>Present</u>	<u>Voting Aye</u>	<u>Voting Nay</u>
Mr. Teagarden	Mr. Teagarden	
Mr. Allen	Mr. Allen	
Mr. Linzell	Mr. Linzell	
Mr. Shocknessy	Mr. Shocknessy	
Mr. McKay		Mr. McKay

ATTEST:

A. J. Allen  
Secretary-Treasurer

J. W. Shocknessy  
Chairman