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OHIO TURNPIKE COMMISSION

Resolution No. 56 -1955 Adopting Code of Bylaws

WHEREAS the Commission desires that certain powers and authority granted to various members of the Commission's staff, under numerous resolutions heretofore adopted, be codified, that certain sections of the Commission's bylaws be revised, and that the entire existing code of bylaws be revised as to form;

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby adopts the code of bylaws entitled "Ohio Turnpike Commission, Code of Bylaws", which is hereto attached and made a part hereof, the same to be effective immediately;

FURTHER RESOLVED that the code of bylaws adopted June 9, 1953, by resolution No. 301-1953, and amended by resolutions Nos. 4-1954, 153-1954, 176-1954, and 26-1955 be, and the same hereby is, rescinded, effective immediately;

FURTHER RESOLVED that, effective immediately, the following-numbered resolutions be, and the same hereby are, rescinded:

- | | | | |
|------------|------------|------------|-----------|
| 9-1952 ✓ | 18-1953 ✓ | 99-1954 ✓ | 24-1955 ✓ |
| 55-1952 ✓ | 33-1953 ✓ | 116-1954 ✓ | 31-1955 ✓ |
| 56-1952 ✓ | 351-1953 ✓ | 199-1954 ✓ | 42-1955 ✓ |
| 64-1952 ✓ | | | 47-1955 ✓ |
| 69-1952 ✓ | | | |
| 79-1952 ✓ | | | |
| 95-1952 ✓ | | | |
| 96-1952 ✓ | | | |
| 97-1952 ✓ | | | |
| 105-1952 ✓ | | | |
| 114-1952 ✓ | | | |
| 115-1952 ✓ | | | |

and

FURTHER RESOLVED that no grant of authority heretofore made by the Commission to any officer or employee of the Commission by any resolution which is not hereby rescinded shall not be in any wise impaired by the adoption of the aforesaid code of bylaws, unless and except to the extent that any such previous grant is inconsistent with said code of bylaws.

DISTRIBUTION - CODE OF BYLAWS ADOPTED 9/15/55
(PROPOSED)

- ✓ Members of Commission
 - ✓ Executive Director
 - ✓ Asst. to Executive Director
 - ✓ Chief Engineer
 - ✓ Assistant Chief Engineer
 - ✓ Project Manager
 - ✓ Comptroller
 - ✓ Director of Information and Research
 - ✓ Purchasing Agent
 - ✓ Insurance Administrator
 - ✓ Personnel Administrator
 - ✓ Assistant General Counsel
 - ✓ All Staff Attorneys
 - ✓ Fiscal Counsel
 - ✓ Consulting Engineer (Four copies, by request)
 - ✓ Trustee
- Mr. Sallie (retention in perm. records)*

OHIO TURNPIKE COMMISSION

CODE OF BYLAWS

Adopted September 15, 1955 by Resolution No. 56-1955

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OHIO TURNPIKE COMMISSION

Code of Bylaws

ARTICLE I

Officers; Appointment, Duties, etc.

Sec. 1.00 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 or employee of the commission when elected to his office shall cease to hold such office when and if he shall cease to be such member or employee.

Sec. 1.10 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. 2.00 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. 3.00 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.

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Sec. 4.00 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.

Sec. 4.10 The secretary-treasurer shall be present at meetings 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.

Sec. 4.20 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.

Sec. 4.30 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 bylaws 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. 5.00 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.

Sec. 5.10 The assistant secretary-treasurer may perform any and all of the duties, and have the authority, of the secretary-treasurer, except only

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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. He shall have custody of the commission's counterparts of the contract documents for all contracts executed by the commission.

ARTICLE II

Meetings of Commission

Sec. 1.00 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. 2.00 Places. All regular meetings of the commission shall be held at its principal office, 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. 3.00 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 as hereinabove set forth, the chairman is authorized to postpone or advance such meeting until such date and time as appear to him to be expedient or to cancel the same by mailing or delivering written notice of such postponement or advancement or cancellation, or causing the same to be mailed or delivered, to the other members of the commission at least forty-eight hours before the regularly scheduled time for such meeting. In the event any such meeting is so postponed or advanced, the chairman shall give, or cause to be given, to the other members of the commission like notice of the hour and date to which such regular monthly meeting is postponed or advanced.

Sec. 4.00 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 twenty-four 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. The chairman may cancel any special meeting in the manner provided by Sec. 3.00 hereof for the cancellation of regular meetings.

Sec. 5.00 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.

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ARTICLE III

Official Seal

Sec. 1.00 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 tree; 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 IVOffices, Office Hours, Hours of Work, and Holidays

Sec. 1.00 Principal Office. The commission's principal office shall be within the limits of Franklin County, Ohio.

Sec. 2.00 Other Offices. The commission may maintain other offices as its business may require, and as it shall see fit.

Sec. 3.00 Office Hours. Unless and except as the commission shall otherwise specifically direct, its principal office 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. 4.00 Hours of Work. Except as may be otherwise provided in an employee's contract of employment, the normal, average workweek 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 workweek 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 Sec. 3.00 provided. 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. 5.00 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 VStaff: Administrative Officers and Departments

Sec. 1.00 Staff, Generally. The commission's staff shall include, in addition to the executive assistant to the chairman, an executive director, and shall also include and be divided into the following departments, headed by the following officers:

<u>Department</u>	<u>Head</u>
Accounting and Auditing Department	Comptroller
Administrative Services Department	Director of Administrative Services
Construction Department	Chief Engineer
Information and Research Department	Director of Information and Research
Legal Department	General Counsel
Operations Department	Director of Operations
Right-of-way Department	Chief of Right of Way

Sec. 1.10 Each of the respective heads of the departments provided for in Sec. 1.00, above, shall have authority, from time to time, to enter into, modify, or terminate contracts of employment of any and all personnel within his department; provided, however, that no such contract shall be irrevocable for a period of longer than 30 days.

Sec. 1.20 The executive director, the departments, and department heads and their subordinates shall have the functions, duties, and authority set forth below in this Article V and in any contracts and resolutions of the commission.

Sec. 2.00 Executive Director. Subject to legislation and directives of the commission, the executive director shall have general control of, and be responsible for, the construction, operation, and maintenance of projects under taken 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. The executive director shall have supervision over the following departments, and the following heads thereof shall report to him:

<u>Department</u>	<u>Head</u>
Administrative Services Department	Director of Administrative Services
Construction Department	Chief Engineer
Information and Research Department	Director of Information and Research
Operations Department	Director of Operations
Right-of-way Department	Chief of Right of Way

Sec. 2.10 Authority of Executive Director. The executive director, acting for and on behalf of the commission, shall have authority as follows:

- (1) From time to time to contract for the employment of advisors, consultants, experts, investigators, and others to advise or assist him or the commission with respect to engineering, valuation, insurance, patron services, or other matters pertaining to the construction, maintenance, or operation of any turnpike project;
- (2) From time to time to contract with testing laboratories for the sampling and testing of materials to be used in the construction or maintenance of any turnpike project, provided that each such contract shall be subject to the approval of general counsel and the commission's consulting engineer;
- (3) From time to time to enter into contracts for the rendition of services to turnpike patrons whose vehicles have become disabled on any turnpike project; for the rendition of ambulance services to turnpike patrons and such others as may be in need of such services on any turnpike project; and for the obtaining of fire-protection services on any turnpike project; provided any such contract or contracts shall be subject to the approval of general counsel;
- (4) To purchase, from time to time, from such insurance company or companies authorized to write insurance in the state of Ohio (or, with respect to hospitalization insurance or service, from such insurance company or companies or such hospital-service association or associations as are authorized to contract to provide such service, under the provisions of §1739 of the Revised Code of Ohio), as are acceptable to him, all insurance of every kind and character (1) which the

commission is required by any contract to carry or to pay for, or (2) which, in his judgment, is required for the direct or indirect benefit of the commission and for the protection of its interests; manage, control, and supervise all such insurance, and do in relation to it, on behalf of the commission, any and all things which he deems it necessary or desirable to do, including, but in no wise limited to, the exercise of rights and options, the making, waiving, and settling of claims, the furnishing or causing to be furnished of information or reports related to any such insurance, and the cancellation of policies;

- (5) To settle claims against the commission for damages caused by the making of surveys, soundings, drillings, and examinations in connection with any turnpike project, for damages caused by the construction, operation, or maintenance of any such project, and for damages to crops caused by the acquisition of lands prior to opportunity of landowners to harvest and remove them in any instance in which the amount to be paid in settlement of the claim for such damages does not exceed \$5,000; provided that no such settlement shall be made until it shall have been approved by general counsel, and also by the consulting engineer of the project in connection with which such claim is asserted;
- (6) To enter into agreements with owners of land or interests therein which are to be acquired in connection with the construction of any turnpike project and with persons entitled, by virtue of §§5537.05 and 5537.17 of the Revised Code of Ohio, to reimbursement by the commission for damages done as a result of the making, by or on behalf of the commission, of surveys, soundings, drillings, or examinations in connection with the construction of such project, or by the construction, operation, or maintenance of any such project, in any cases in which the making of such agreements is, in his judgment, in the best interest of the commission, for the construction, replacement, alteration, or repair by the commission of access roads, drainage facilities, wells, fences, and other improvements, facilities, and things, or for the payment by the commission of the cost thereof; provided, however, that no such agreement shall be made until it shall have first been approved by general counsel, and by the consulting engineer of the respective project in connection with which such agreement is to be made;

- (7) To settle all claims for loss of or damage to property held by the commission, other than loss or damage contemplated by §§707 and 708(a) of the trust agreement dated June 1, 1952, entered into between the commission and The Ohio National Bank of Columbus, as trustee, and The National City Bank of New York (now The First National City Bank of New York), as co-trustee, in any instance in which he determines that the amount of such loss or damage does not exceed \$5,000 and in which the claim is not the subject of litigation to which the commission is a party, and to collect and receipt for all amounts due the commission in payment for such loss or damage, and execute such proofs of loss, receipts, or releases, and other instruments as may be necessary and proper in effecting any such settlement or collection (the authority herein conferred is not in derogation of the authority of general counsel with respect to claims of and against the commission);
- (8) From time to time to contract with the Director of the Department of Highway Safety of the State of Ohio for the policing of any turnpike project or portion thereof, the reimbursement or payment by the commission of the costs of such policing, and all matters necessary or proper in connection therewith;
- (9) From time to time to contract with suitable persons, firms, and corporations for the transportation and the safeguarding of moneys, toll tickets, and other valuable papers of the commission;
- (10) From time to time to sell houses and other buildings which have been acquired incidentally to the purchase of the right of way for any turnpike project, and which houses or other buildings must be removed or destroyed in order to construct said project, unless, in his opinion, (1) the destruction of any such house or building is necessary for the orderly construction of such turnpike project, or (2) no satisfactory sale thereof can be made; and, in addition thereto, to sell, exchange, or otherwise dispose of any machinery, fixtures, apparatus, tools, instruments, or other movable property acquired for the purposes of any turnpike project, if the consulting engineer of such project shall have determined that such property is no longer needed or is no longer useful in connection with the construction or operation and maintenance of such project; provided, however, that no such house or building shall be sold except to the

highest and best bidder after advertising at least once in a newspaper of general circulation in the county in which the houses or other buildings to be sold are located, and that no article of property, other than such house or other building, having a value of more than \$5,000 and no aggregation of articles of like kind to be disposed of simultaneously having a total value of more than \$5,000, as estimated by the controller, shall be sold, exchanged, or otherwise disposed of except to the highest bidder, after advertisement of not less than once a week for two consecutive weeks in a newspaper of general circulation in Franklin County, Ohio, or, at his option, in a newspaper of general circulation in the county in which such property is situated, and, in addition thereto, in such other publications as he may deem desirable and may direct; provided in the case of any property to be traded in upon the purchase of other property, he may deem, for the purposes hereof, the bid which is the lowest amount of money payment over the proffered trade-in allowance to be the highest bid for the article to be traded in, and, further provided, that he may reject any and all bids; and to execute and deliver all bills of sale, certificates of title, and other instruments necessary to effect any sale, exchange, or other transfer herein authorized, provided the same shall have been first approved as to form by general counsel and to determine whether the property so sold or otherwise disposed of shall be replaced;

- (11) Upon written application therefor by any person, partnership, association, corporation, or public body, to issue permission, in writing, to any such applicant to install, construct, repair, renew, or maintain and operate, at said applicant's sole cost and expense, any utility facility or facilities, such as water, sewer, gas, electric light and power, telephone, and telegraph lines across, over, or under any turnpike project; provided, however, that only such installation, construction, repair, renewal, or maintenance and operation shall be permitted as, in his judgment, will not interfere with or jeopardize the construction, maintenance, or operation of any turnpike project, and, provided further, that he shall require that all such construction, repair, renewal, or maintenance and operation shall comply with the commission's "Rules and Regulations for the Installation, Construction, Repair, Renewal, Relocation and Removal of Facilities of Public Utilities, Both Publicly and Privately Owned, and of Carriers by Pipe Line, Both Common and Private," and with such additional requirements and restric-

tions as he may, in his discretion, impose; provided further, that he shall issue or cause to be issued such permission only after the plans for the proposed installation, repair, construction, renewal, maintenance and operation of such utility facilities shall have been approved by the chief engineer and by the consulting engineer of the project with respect to which such application shall have been made;

- (12) From time to time to enter into contracts with public-utility companies and with public bodies, agencies, and authorities furnishing public-utility services, for the furnishing of such services; provided, that prior to entering into any such contract, the form and legal sufficiency thereof shall have first been approved by general counsel;
- (13) From time to time to enter into any and all contracts for the furnishing of labor or materials, or both, including, but in no wise limited to, contracts for borings and other explorations, which are deemed by him to be necessary for the construction of any turnpike project; provided, however, that no such contract which involves an expenditure of more than \$1,000 shall be entered into except pursuant to competitive bidding as required by §5537.04 of the Revised Code of Ohio;
- (14) From time to time to enter into contracts with public bodies, agencies, and authorities, and with railroads, public utilities, and owners of property, providing for the manner and conditions of performing any work involved in the construction of any turnpike project which will or might affect any of them, their properties, or their businesses, or might result in personal injuries or death, or providing for the payment or ascertainment of the amount of, and the payment of, any damages, costs, expenses, or compensation which the commission is required, by §§5537.05 and 5537.17 of the Revised Code of Ohio, to pay or make reimbursement of;
- (15) To buy, lease, or otherwise acquire the use of all equipment, supplies, and services needed for the operation of the commission's offices and the carrying out of its functions in connection with the construction, operation, or maintenance of any turnpike project; provided, however, that he shall not enter into any such contract, except contracts for personal services, or upon advice of general counsel that competitive bidding is not legally required, which involves an expenditure of more than

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\$1,000, except pursuant to competitive bidding as required by §5537.04 of the Revised Code of Ohio;

- (16) To award any construction contract for the furnishing of labor and materials, pursuant to competitive bidding, to the lowest and best bidder, but no such contract which requires the expenditure of more than \$250,000 shall be so awarded without further action of the commission; and to award any contract for purchases of equipment and supplies (when competitive bidding therefor is legally required) to the lowest and best bidder;
- (17) To waive any technicalities in connection with any bid for the award of any contract made pursuant to competitive bidding, but only upon the advice of general counsel; further, the executive director shall not enter into any contract on behalf of the commission after competitive bidding, unless such contract shall be approved by general counsel;
- (18) To issue, jointly with general counsel, addenda to any contract documents in connection with any contracts for which the commission shall seek competitive bids under §5537.04 of the Revised Code of Ohio;
- (19) In his discretion, to exercise any authority or discharge any duty specifically granted under these bylaws or any resolution or contract of the commission to any department head over whom he has supervision.

Sec. 2.20 Inasmuch as the executive director cannot personally do all things for which the foregoing authority is granted, he is hereby authorized to delegate the authority for the doing of such things and the making of such decisions as he shall deem necessary or advisable, to such subordinate personnel as he sees fit; but he shall be fully answerable to the commission for all things done pursuant to any such delegation.

Sec. 2.30 Deputy Executive Director. The deputy executive director shall have all authority and responsibility of the executive director during such time or times as the executive director shall be absent on leave, and, at other times, to the extent specified by the executive director.

Sec. 3.00 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.

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Sec. 3.10 Comptroller. The comptroller shall be responsible for the work of the accounting and auditing department. He shall report and be answerable to the commission.

Sec. 4.00 Administrative Services Department. The administrative services department shall have charge of and be responsible for all work in connection with the purchasing of all supplies, equipment, and other tangible personal property which may be purchased by the commission, and in connection with personnel, insurance, and all matters pertaining to the management and maintenance of the commission's headquarters, and with the facilities maintained and services provided for in connection with the operation thereof.

Sec. 4.10 Director of Administrative Services. The director of administrative services shall be responsible for all work of the administrative services department and for all advice and services rendered to the commission by said department. He shall be responsible for causing adequate personnel records and procedures to be established and maintained with respect to all employees of the commission. He shall report and be answerable to the executive director.

Sec. 5.00 Construction Department. The construction department shall have charge of and responsibility for all phases of engineering work involved in the construction 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, and shall furnish engineering advice and services which may be required by the commission or the executive director.

Sec. 5.10 Chief Engineer. The chief engineer shall be responsible for all work of the construction department and for engineering advice and services furnished to the commission by said department. He shall manage, supervise, and direct the work of the construction department. He shall report and be answerable to the executive director. He shall have authority, acting for and on behalf of the commission, as follows:

- (1) From time to time to assign and reassign work and duties of, and fix the scope and lines of authority and responsibility as between, the several professional and nonprofessional employees in the engineering department, and, from time to time, to assign and reassign to them working titles to the extent that such labelling of their respective functions, for the time being, will serve the convenience of the commission, the construction department, and persons having occasion to deal or communicate with the construction department; provided any such assignment and reassignment shall be consistent with the commission's organization chart.

- (2) From time to time to designate, subject to approval of the executive director, an engineer on the staff of the construction department to serve in the capacity and with the title of assistant chief engineer;
- (3) From time to time, and in his discretion, to modify and rescind any standard drawings pertaining to any turnpike project and to issue new (whether substitute or additional) standard drawings pertaining thereto, and to do or cause to be done all things that, in his judgment, may be necessary in order to assure that such project shall be designed and constructed in conformity with such standard drawings.

Sec. 5.20 Assistant Chief Engineer. The assistant chief engineer shall perform such duties and have such responsibilities in connection with the administration and supervision of the construction department, its work, and its office, and perform such other duties as the chief engineer shall prescribe, and, during the absence or disability of the chief engineer, shall have all his authority.

Sec. 5.30 Other engineers on the staff of the construction department shall, from time to time, serve in such capacities and have such duties and responsibilities as the chief engineer shall prescribe.

Sec. 6.00 Information and Research Department. The information and research department shall have charge of and 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. The director of information and research shall report and be answerable to the executive director.

Sec. 7.00 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., nonemployee) lawyers and law firms.

Sec. 7.10 Categories of Lawyers. Lawyers for the commission are classified in two categories: First, staff lawyers; second, retained lawyers.

Sec. 7.11 Staff lawyers are employees of the commission, working at the commission's offices, or elsewhere as the general counsel may prescribe, and, generally, having all their office facilities and services furnished, and official expenses paid, by the commission. Generally, they will furnish all legal services required by the commission, except such as are below provided to be furnished by retained lawyers, who will be paid on a fee basis, as hereinafter set forth.

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Sec. 7.12 Retained lawyers are either law firms or individual lawyers who are employed by the commission to perform specific services or types of services. They will work at or from their own offices, will pay their own office expenses, and will be compensated on a fee basis.

Sec. 7.13 Bond counsel, one subcategory of retained lawyers, will furnish such services in connection with bond issues of the commission as may be contracted for.

Sec. 7.14 Local counsel, a second subcategory of retained lawyers, will furnish such services in each of the several counties traversed or to be traversed by a turnpike project as shall be contracted for. A lawyer or law firm will be retained in each such county to furnish all needed local services in such county in connection with condemnation cases, prospective and pending. If and when any other services in any of those counties are required, the same or other local counsel will be retained to furnish such services.

Sec. 7.15 Special counsel, if any, the third subcategory of retained lawyers, will furnish any services for which the commission may contract with them.

Sec. 7.20 "Services," as the word is used in relation to lawyers, means legal services. In the case of staff lawyers, it includes any services, functions, or duties that the commission may prescribe.

Sec. 7.30 Employment of Retained Lawyers. Retained lawyers shall be employed by general counsel on behalf of the commission. All such employments shall be by written (formal or informal) contract, in each case setting forth the general nature and scope of the services to be furnished, and the compensation, or the basis for determining the compensation, to be paid by the commission for the services. Such contracts may contain any other pertinent and mutually acceptable provisions, and shall not be irrevocable for longer than 30 days.

Sec. 7.40 Duties, Responsibility, and Authority of General Counsel. General counsel is the chief legal officer of the commission. He shall devote such time to the performance of his duties as shall be required adequately to discharge them or as shall be required by the commission, and in the aforesaid capacity he shall:

- (1) Be responsible, and answerable to the commission, for all work of the legal staff, and legal advice and services furnished to it, and shall report to the commission;
- (2) Manage, supervise, and direct the work of the legal staff, including both lawyer and nonlawyer personnel;
- (3) Manage and control, on behalf of the commission, all litigation to which the commission is a party, subject

to any arrangements, including divisions of responsibility, which are provided for in contracts between the commission and retained lawyers;

- (4) From time to time, assign and reassign work and duties of, and fix the scope and lines of authority and responsibility as between, the several staff lawyers, and from time to time assign and reassign to them working titles to the extent that such labelling of their respective functions, for the time being, will serve the convenience of the commission, the legal staff, and persons having occasion to deal or communicate with members of the legal staff;
- (5) From time to time, designate, subject to commission approval, a staff lawyer to serve in the capacity and with the title of assistant general counsel;
- (6) Make any needed plans for, and supervise, direct, and coordinate, the services of local and special counsel; to the extent he deems it practical and desirable to do so, conduct conferences and meetings, and do other things, for the guidance and instruction of local counsel in the proper, efficient, and coordinated performance of their services; and supervise the preparation by staff lawyers of briefs and manuals of law, practice, and procedures, and of standard or suggested forms, for the use and guidance of local and special counsel;
- (7) Furnish all legal advice and opinions required by the commission, or by the commission's officers, agents, and employees, in connection with their work in the commission's behalf;
- (8) Draft or approve all contracts, deeds, releases, accords, and other legal instruments or documents, or standard forms thereof, to which the commission is, or is proposed to be, a party, except such as fall within the sphere of responsibility of bond counsel;
- (9) Approve, as to form and legal sufficiency, all contracts required by the commission to be approved by general counsel, prior to their execution by any officer or employee;
- (10) Approve, as to form and legal sufficiency, any surety bonds required of the members or officers of the commission;

- (11) Supervise, control, and contract for all the commission's legal advertising;
- (12) Issue, jointly with the executive director of the commission, addenda to any contract documents in connection with any contracts for which the commission shall seek competitive bids under §5537.04 of the Revised Code of Ohio;
- (13) Keep the commission fully advised with respect to the work of the legal staff, by making reports in such form, in such manner, of such scope, and at such times as the commission shall from time to time request;
- (14) Furnish to the commission all required advice and assistance in connection with resolutions of, and other proceedings by, the commission;
- (15) Make contracts, on behalf of the commission, for the furnishing to it of all services and things deemed necessary or desirable by him in connection with, or to protect against, pending, prospective, or anticipated litigation and claims of or against the commission, or affecting it, including, but in no wise limited to, the services of and things furnished by engineering, valuation, and other experts, court reporters, printers, photographers, and investigators; and he may authorize or approve disbursements to pay for such services and things;
- (16) Adjust, compromise, and settle all claims of or against the commission, except claims which any other officer of the commission is specifically authorized to adjust, compromise, or settle; and, on its behalf, make agreements with others as to the interpretation of its contracts;
- (17) Perform such other services as shall from time to time be requested by the commission, or, between meetings of the commission, by its chairman.

Inasmuch as all the foregoing things, and other things authorized and provided elsewhere in these bylaws or by other actions of the commission to be done by general counsel, cannot be done personally by general counsel, he is authorized to delegate the doing of any of them to subordinate staff or other lawyers.

Sec. 7.50 Assistant general counsel shall perform such duties and have such responsibilities in connection with the administration and supervision of the legal staff, its work, and its office, and perform such other duties, as the general counsel shall prescribe, and, during the absence or disability of general counsel, shall have all his authority.

Sec. 7.60 Other staff lawyers shall from time to time serve in such capacities and have such duties and responsibilities as general counsel shall prescribe.

Sec. 8.00 Operations Department. The operations department shall have charge of, and be responsible for, the maintenance and operation of all turnpike projects.

Sec. 8.10 Director of Operations. The director of operations shall manage, supervise, direct, and be responsible for the work of the operations department. He shall have authority from time to time to appoint, subject to the approval of the executive director, a project manager for each turnpike project operated by the commission. The director of operations shall report and be answerable to the executive director.

Sec. 8.20 Project Managers. Each project manager shall be responsible for the maintenance and operation of the turnpike project to which he is assigned. He shall report and be answerable to the director of operations.

Sec. 9.00 Right-of-way Department. The right-of-way department shall have charge of, and be responsible for, the acquisition of right of way, and for the handling of all nonlegal problems incidental thereto.

Sec. 9.10 Chief of Right-of-way Department. The chief of the right-of-way department is the administrative officer of the commission for the acquisition of right of way, and for the handling of all nonlegal problems incidental thereto. In the aforesaid capacity he shall:

- (1) Be responsible for, manage, and supervise, subject to the direction of the executive director, all work of the right-of-way department;
- (2) Approve the form of appraisal reports to be used by persons engaged in appraising right of way for the commission;
- (3) Fix the price or prices at or within which negotiations for the purchase of right of way may be conducted, provided that no such price shall be fixed until he shall have approved in writing the aforesaid appraisal reports with respect to the parcel for which such price is to be fixed, and, further, no such price shall be greater than the recommended price stated in the appraisal reports, unless such appraisals shall have been dispensed with pursuant to Sec. 9.10(5) hereof, in which case the price at or within which the negotiations may be conducted shall not, in the absence of further action by the commission, exceed \$500.00;

- (4) Accept or reject offers to sell made by the owners of any land or any interest in land required by the commission for right of way, provided that he may not accept any such offer which is for a price greater than the negotiating price fixed pursuant to the preceding paragraph, if any shall have been so fixed, and if none shall have been fixed, then he may not accept any such offer which is for a price greater than \$500.00; and, provided further, that he shall not accept any such offer until the same shall have been approved by general counsel and also by the consulting engineer of the project in connection with which such land or interest therein is required;
- (5) Direct that with respect to any particular parcel or parcels the persons engaged in appraising and negotiating for the purchase of right of way neither appraise nor negotiate for said parcel or parcels;
- (6) Fix the prices to be paid by the commission for temporary easements and licenses for the use of land required by the commission, provided, however, that there shall have first been obtained an approval of such prices by the consulting engineer of the project in connection with which the use of such land is required;
- (7) Permit persons to utilize the right of way of any turnpike project in those places where the travelway of the project passes over structures and the utilization permitted will not interfere with the travelway of such project, when the authorization of such utilization will result in mitigation of damages to the commission or will otherwise aid in the negotiation for the right of way involved; provided, however, that he shall grant no such authorization until the same shall have been approved by general counsel, by the executive director, and by the consulting engineer of the project in connection with which such permission is proposed to be granted;
- (8) Contract, on behalf of the commission, for rights of entry on land, the acquisition of which or of interests in which is necessary for any turnpike project, upon the payment of a nominal consideration, which shall not exceed \$10.00; provided, however, that he may so contract for any such right of entry for a greater consideration if the contract for such right of entry provides that such consideration shall be applied against the ultimate purchase price of the land with respect to which the right of entry is obtained, or against the ultimate award for such land in a proceeding for the appropriation thereof; and, provided further,

that any such contract shall first be approved by the consulting engineer of the project for which such right of entry is required, and be in such form as shall be prescribed or approved by general counsel;

- (9) Contract, on behalf of the commission, for the performance of services and the furnishing of things needed in connection with the acquisition of lands or interests in lands necessary for any turnpike project;
- (10) Supervise the performance of the commission's contracts with negotiators, appraisers, and abstract and title companies, and other persons and agencies (other than lawyers) employed in connection with the acquisition of right of way, and take any action with respect to or under such contracts which the commission might take;
- (11) Contract, on behalf of the commission, for the employment of persons, firms, or corporations to perform appraisal services and other services (except legal services) in connection with the acquisition of right of way for any turnpike project, when with respect to a particular appraisal problem such employment is advisable;
- (12) Keep the commission fully advised with respect to the work of the right-of-way department, by making reports in such form, in such manner, of such scope, and at such times as the commission shall from time to time request;
- (13) He shall report and be answerable to the executive director.

Sec. 10.00 Additional Duties of Department and Department Heads.

In addition to the duties and responsibilities herein set forth, the administrative services, construction, information and research, operations, and right-of-way department and the respective heads thereof shall have such additional duties and responsibilities, not inconsistent with these bylaws, as may be assigned to them, or any of them, by the executive director.

Sec. 11.00 Executive Assistant to Chairman. The executive assistant to the chairman shall serve and report to him directly. He shall handle arrangements for commission meetings, process and be responsible for correspondence of the chairman, and perform such other duties as shall from time to time be prescribed by the chairman. He shall employ such clerical assistants as are necessary for the proper discharge of his duties.

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Sec. 12.00 Authority of Certain Employees. An employee of the commission whose appointment, by the commission or pursuant to its authority, designates him as "Acting," with that word followed by the title of office or position, shall, for the duration of such appointment, have all the authority, duties, and responsibilities which he would have if he had not been designated as "Acting."

ARTICLE VI

Leaves of Absence

Sec. 1.00 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. 2.00 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. 2.10 Each full-time employee of the commission, whether he be salaried or hourly rated, shall be entitled to sick leave of five workdays, plus one and one-fourth workdays for each month of continuous service, but not in excess of 20 workdays in any calendar year.

Sec. 2.20 Each part-time employee shall be entitled to sick leave at the rate of one hour for each seventeen hours actually worked.

Sec. 2.30 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. 2.40 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 bylaws, unless such employee would, under the terms of his contract of employment, have been required to work on said holiday in the regularly scheduled course of his employment, in which event he shall be deemed to be on sick leave on such day.

Sec. 2.50 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. 2.60 The pay for one workday, in the case of a salaried employee shall be 4.61% of his monthly salary. In the case of an hourly rated full-time employee such pay shall be computed by multiplying by 8 the straight-time hour rate paid the employee for the period immediately preceding such leave. In the case of part-time employees such sick-leave payment shall in no event exceed said employee's normal scheduled workday earnings.

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Sec. 2.70 In cases in which a salaried employee is absent on account of illness or for other reasons for less than one full workday, his department head may permit him to make up the lost time at a later date, without loss or adjustment of pay.

Sec. 2.80 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 him to sick leave, and may deny such leave for failure to present such evidence.

Sec. 3.00 Vacations. Vacation leaves, with full pay, will be granted as follows:

Sec. 3.10 In order to minimize interference with the normal functioning of all departments, each employee's annual vacation leave shall be taken at such time or times as shall be designated or approved by his department head.

Sec. 3.20 Salaried employees who have been continuously employed by the commission 12 full months or more shall qualify on January first of each succeeding year for two calendar weeks' vacation with pay during the ensuing year.

Sec. 3.30 A salaried employee shall qualify for his first annual vacation on May 15 of the calendar year immediately following the year of his employment by the commission or at the expiration of his first 12 full months of continuous employment, whichever is the earlier. In the case of each salaried employee whose current period of continuous employment shall have commenced after May 15 of the preceding year, the number of workdays of paid vacation shall be as follows:

<u>Began After Preceding</u>	<u>And Before Preceding</u>	<u>Workdays 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
April 4		0

Sec. 3.40 Each employee working on an hourly basis (hereinafter designated "hourly rated employee") shall qualify on January first of each year for vacation with pay during the ensuing year. Such employee shall be entitled to one workday of leave for each two hundred and eight hours of actual work and of paid leave taken during the preceding calendar year. The payment for each such workday of leave shall be computed by multiplying by eight the straight-time hourly rate paid the employee for the pay period immediately preceding his vacation.

Sec. 3.50 Any employee, whether he be salaried or hourly rated, who is entitled to one, two, three, or four workdays of paid vacation leave in any year may be permitted, by his department head, to take enough additional workdays of leave without pay to make a total of five. Any such employee who is entitled to six, seven, eight, or nine workdays of paid vacation leave in any year may be permitted, by his department head, to take enough additional workdays of leave without pay to make a total of ten.

Sec. 3.60 When a day observed as a holiday (as provided in this code of bylaws) falls on a workday during an employee's paid vacation-leave period, he shall be entitled to an additional workday of such leave, either at the beginning or end of such period, as his department head shall prescribe, unless such employee would, under the terms of his contract of employment were he not then on vacation, have been required to work on said holiday in the regular scheduled course of his employment, in which event he shall not be entitled to such additional leave.

Sec. 3.70 If at the date of termination of any period of continuous employment of any salaried employee he shall have had less than one workday of paid vacation during such period for each one and one-fifth month of such period, he shall be given terminal pay in lieu of vacation, at the rate of one workday's pay for each one and one-fifth month for which he shall not have had a workday of vacation. If at the date of termination of any period of continuous employment of any hourly rated employee he shall have had less than one workday of paid vacation during such period for each two hundred and eight hours of actual work and of paid leave taken during such period, he shall be given terminal pay in lieu of vacation, at the rate of one eight-hour workday's pay for each two hundred and eight hours of such work and leave for which he shall not have had a workday of vacation. One workday's pay, in the case of a salaried employee, shall be 4.61% of his monthly salary, and in the case of an hourly rated employee, shall be for an eight-hour day. For the purpose of determining the terminal pay of a salaried employee, a fractional day of one-half or greater shall be considered one full day and a fractional day of less than one-half shall be disregarded.

Sec. 4.00 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 workday 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.