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**OHIO TURNPIKE COMMISSION**

**Resolution Adopting Revised Code of Bylaws**

WHEREAS, the Commission has heretofore by Resolution No. 56-1955 adopted a code of bylaws and has on numerous occasions since that time amended and revised said code of bylaws;

WHEREAS, the Commission has determined that said code of bylaws, as revised and amended, does not conform to current statutory and trust agreement provisions and further does not adequately express the allocation of authority and responsibility that the Commission presently considers to be most desirable for its operations; and

WHEREAS, there is before this meeting a draft of the code of bylaws which for the aforesaid reasons the Commission desires to adopt in lieu of and in substitution for the code of bylaws originally adopted by said Resolution No. 56-1955;

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 August 8, 1994; and

FURTHER RESOLVED that the code of bylaws, originally adopted September 15, 1955, by Resolution No. 56-1955, and as revised by Resolution No. 10-1973, and subsequently amended by the Resolutions No. 27-1975, No. 13-1977 and No. 1-1991, be, and the same hereby is, rescinded, effective August 8, 1994; and

FURTHER RESOLVED that Resolution No. 27-1975, No. 13-1977 and No. 1-1991, be, and hereby the same are, rescinded, effective August 8, 1994.

**(Resolution No. 44-1994 adopted August 8, 1994)**

**OHIO TURNPIKE COMMISSION**

**CODE OF BYLAWS**

As last revised: August 8, 1994

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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 include a chairperson, a vice chairperson and a secretary-treasurer and shall be elected by the voting members of the commission at the first meeting of the commission which is held after the 30th day of June in each odd-numbered year, except that, beginning in 1995, and thereafter, elections shall be held every four years. Officers shall serve until his or her successor is elected and qualified as required by law.

There shall also be an assistant secretary-treasurer who shall be appointed by the secretary-treasurer with the assent of the commission, and shall serve at the pleasure of the secretary-treasurer.

Any of the aforesaid officers, who was a member or employee of the commission when elected or appointed to office, shall cease to hold such office when and if he or she shall cease to be such member or employee.

Sec. 1.10 Any officer may resign by giving written notice to the chairperson and secretary-treasurer, wherein he or she shall state when his or her resignation shall be effective. Any officer may be removed by vote of the commission if he or she shall become physically or mentally incapacitated from performing his or her duties as such officer. All vacancies except vacancies in the office of the assistant secretary-treasurer shall be filled by election by the commission.

Sec. 2.00 CHAIRPERSON. The chairperson shall be one of the appointed members of the commission. He or she shall preside at all meetings of the commission, and shall be the chief executive officer of the commission. He or she 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. The chairperson 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. The chairperson may from time to time assign members of the commission and its staff, to advise and report to the commission on any matter concerning the commission, including but not limited to, audit procedures and requirements, budgets, employee relations matters, finance, legal requirements and services to the traveling public, and other matters deemed appropriate. The chairperson shall perform such other duties and have such other authority hereunder as may be necessary to implement such duties or as the commission may from time to time provide.

Sec. 3.00 Vice Chairperson. The vice chairperson shall be one of the appointed members of the commission. He or she shall perform the duties and have the authority of the chairperson during the absence or disability of the chairperson, and shall preside at meetings of the commission when and while the chairperson shall vacate the chair. The vice-chairman shall perform such other duties and have such other authority as the commission may from time to time provide.

Sec. 4.00 Secretary-Treasurer. The secretary-treasurer shall be a member of the commission, and 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. The secretary-treasurer 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 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 or she shall be deemed to have discharged any of his or her responsibilities under these bylaws if he or she 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. Before entering upon his or her duties, he or she 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. (Section 5537.02(d) Revised Code.)

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 such authority and duties as only the secretary-treasurer, under the law, may have and perform, respectively. He or she 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 or her. The assistant secretary-treasurer shall have custody of the commission's counterparts of those contract documents which have been or shall be referred to him or her for safekeeping by the secretary-treasurer or the executive director; provided that if the office of the assistant secretary-treasurer shall be vacant or he or she shall be absent, such documents, unless in the actual possession of the secretary-treasurer, shall be in the custody of the executive director.

ARTICLE II

Meetings of Commission

Sec. 1.00 All meetings of the commission shall be open to the public under the provisions of Section 121.22 of the Revised Code of Ohio and any amendments thereof. 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. (Section 5537.02(C) Revised Code).

Sec. 2.00 Place. All regular meetings of the commission shall be held at its office in the administration building on the Ohio Turnpike, or at such other place as may from time to time be designated by the commission at a preceding meeting or be designated by its chairman by mailing or delivering written notice, or by 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 regular meetings. 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 10:00 a.m., Eastern Standard Time, (Daylight Saving Time, when applicable) on the second Monday of each month; provided that in any case in which it appears to the chairperson to be inexpedient that any regular meeting be held as hereinabove set forth, the chairperson is authorized to postpone or advance such meeting until such date and time as appear to him or her 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 chairperson 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 at the call of the Chairperson, provided that sufficient notice, in writing or otherwise, is given to each member of the commission to permit the attendance of each member. Notice of a special meeting shall include the date, time, place and purpose of the meeting. In case of any special meeting other than an emergency meeting such notice shall be given in time to permit the giving of notice to news media which have requested notification at least twenty-four (24) hours in advance of such meeting. In the case of any special meeting called because of an emergency requiring immediate official action, the Chairperson shall immediately notify the news media of the time, place and purpose of the meeting.

Sec. 5.00 Public Notice of Meetings. Public notice of meetings of the commission shall be given as follows:

- (1) Any person desiring information as to the time and place of regular meetings of the commission or of the time, place and purpose of special meetings of the commission may obtain such information by telephoning the commission at its principal office, Ohio Turnpike Commission, Administration Building, (216) 234-2081, and requesting such information from the commission's Assistant Secretary-Treasurer or the Assistant Secretary-Treasurer's designee, or by writing to the assistant secretary-treasurer, Ohio Turnpike Commission, 682 Prospect Street, Berea, Ohio 44017.
- (2) Any person desiring to be given notice of meetings of the Ohio Turnpike Commission shall submit a request in writing to the Assistant Secretary-Treasurer, Ohio Turnpike Commission, 682 Prospect Street, Berea, Ohio 44017. The commission will give timely notice, consistent with the provisions of Ohio Revised Code, Section 121.22, of all subsequent meetings to such

person for a period of one year following receipt of such request, and thereafter from year to year if such request be renewed annually. Such request may include no more than two telephone numbers which shall be used by the Commission in the event that immediate notice is necessary. Notice given by mail or telephone as the case may be to the address to the telephone numbers furnished shall conclusively be presumed to be notice to the person furnishing same.

- (3) Any request for notice of meetings whereby notice is requested only of such meetings as shall include discussion of a specific type of public business shall be responded to by giving notice of meetings at which such discussion is anticipated. In giving notice in such cases, an agenda of the meeting shall, if available, be included as a part of the notice.

Sec. 6.00 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.

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ARTICLE IV

Offices of the Commission

Sec. 1.00 Principal Office. The commission's principal office shall be located in Cuyahoga County, Ohio. The commission may maintain such other offices as it deems fit.

**ARTICLE V**

Sec. 1.00 Executive Director. The executive director shall be the chief operating administrative officer of the commission and shall perform all duties commonly incident to the chief operating administrative officer of a board, commission, or business organization. The executive director shall have general control of, and be responsible for, the construction, operation, maintenance and improvement of projects undertaken by the commission, and shall have supervisory control over all employees of the commission including the establishment of staffing requirements for the proper operation of Turnpike projects in accordance with directives of the commission, statutory requirements, trust agreements, collective bargaining agreements, employment agreements and the employee manual. The executive director shall have authority to enter into all contracts on behalf of the commission and to take any and all action necessary thereto except that contracts which require an expenditure of more than \$500,000.00 shall not be entered into or terminated without commission action.

The executive director shall be appointed by the commission and shall report to and be answerable to the commission.

Sec. 2.00 Deputy Executive Director. The deputy executive director shall be appointed by the executive director, with the assent of the commission, and 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. He or she shall report to and be answerable to the executive director except when he or she is acting executive director, and at such times he or she shall be answerable to the commission.

Sec. 3.00 General Counsel. The general counsel is the chief legal officer of the commission and shall be appointed by the executive director, with the assent of the commission. He or she shall report to and be answerable to the executive director, in administrative matters but not in professional matters.