

## OHIO TURNPIKE COMMISSION

### Resolution Amending Section 3.0 and 5.0 of Article II and Section 1.0 of Article V, "Executive Director" of the Commission's 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 most recent revision of the bylaws was accomplished on February 28, 1996, pursuant to Resolution No. 10-1996;

WHEREAS, Section 3.00 of the Code of Bylaws is entitled, "Regular Meetings" and the Commission feels it is appropriate at this time to amend this paragraph in order to provide that regular meetings of the Commission shall be held on the **third** Monday of each month; and

WHEREAS, the Commission also wishes to update the telephone number of the Commission's administrative offices from (216) 234-2081 to **(440)** 234-2081 referenced in Sec. 5.00 of the Bylaws entitled, "Public Notice of Meetings"; and

WHEREAS, Section 1.00 of Article V of the Code of Bylaws is entitled, "Executive Director";

WHEREAS, it is appropriate to amend this paragraph in order to provide as follows:

" 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 the 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 that require an expenditure of more than \$150,000.00 shall not be entered into without commission approval. Notwithstanding this limitation, the executive director shall have the authority to enter into supplemental agreements with a contractor to increase the quantities of any item specified or not specified in a previously awarded contract so long as the additional cost of the increase does not exceed the executive director's contracting authority or 10% of the original contract amount. The executive director may approve extra work or change orders under a previously awarded contract as a result of an increase in the plan quantities, newly mandated requirements that did not exist at the time of original contract award, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the project and increase its costs. Extra work that the executive director contracts for in these circumstances may include not only construction needed to complete a project, but also adjustments needed to meet changed conditions, alterations in the original plans, unforeseen contingencies, or payments necessitated by contract terminations or suspensions. All change orders or extra work orders shall be reported to the commission upon the completion of the construction project;" and

WHEREAS, there is before this meeting a "draft" of the proposed code of bylaws which for the aforesaid reasons the Commission desires to adopt in lieu of and in substitution for the code of bylaws most recently adopted February 28, 1996;

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby rescinds, Section 3.00 of Article II entitled "Regular Meetings"; and Section 5.00 of Article II entitled "Public Notice of Meetings" and Sec. 1.00 of Article V entitled "Executive Director" of the Commission's Code of Bylaws and hereby enacts the revised above-stated text, and

FURTHER RESOLVED that the Commission hereby adopts the code of bylaws entitled, "**Ohio Turnpike Commission, Code of Bylaws**", the proposed draft incorporating the revised above-stated text, which is hereto attached and made a part hereof, the same to be effective March 17, 2003.

**(Resolution No. 11-2003 adopted March 17, 2003)**

I, Gary C. Suhadolnik, Assistant Secretary-Treasurer of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a meeting of the Commission, duly called for and convened and held on March 17, 2003, at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 18th day of March, 2003.

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Gary C. Suhadolnik  
Assistant Secretary-Treasurer