

**MIDDLETOWN
PORT
AUTHORITY**

**RULES AND
REGULATIONS**

Adopted by the Board of
Directors of the Middletown Port
Authority

RULES AND REGULATIONS OF THE MIDDLETOWN PORT AUTHORITY

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RULES AND REGULATIONS OF THE MIDDLETOWN PORT AUTHORITY

ARTICLE I – OFFICES

Section 1. Principal Office. The principal office of the Middletown Port Authority (the “Port Authority”) and its Board of Directors (the “Board”) shall be located at One Donham Plaza, Middletown, Ohio 45042, or such other location as may be designated from time to time by the Board.

Section 2. Other Offices. The Board may establish other offices at such other places, within or outside the State of Ohio, as shall be designated from time to time by the Board in order to further the purposes of the Port Authority and the efficiency of its operations.

ARTICLE II – DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Port Authority shall be governed by a seven-member Board of Directors nominated by the Mayor of the City of Middletown, Ohio (the “City”) with the advice and consent of the Council of the City (“Council”), in accordance with Section 4582.27 of the Ohio Revised Code. Each member of the Board (a “Member”) shall serve for an initial term of two (2) years; provided, however, that (a) three (3) Members shall serve terms commencing on the effective date of the Council ordinance consenting to the Mayor’s appointment of the Members and ending on December 31, 2021, and (b) four (4) Members shall serve terms commencing on the on the effective date of the Council ordinance consenting to the Mayor’s appointment of the Members and ending on December 31, 2022. Members of the Board shall not be compensated for their services on the Board, but may be reimbursed for their reasonable expenses in the performance of their duties upon such terms and conditions as the Board may from time to time determine.

Section 2. Officers. The Board shall elect a Chairperson and Vice-Chairperson from among the Directors and shall appoint an Executive Director, Deputy Director, Secretary, and Treasurer, each of whom may but need not be Directors. The Board may also designate from time to time one or more Assistant Secretaries.

Section 3. Term of Office. The Chairperson and Vice-Chairperson shall be elected, and the Executive Director, Deputy Director, Secretary, and Treasurer shall be appointed, at a meeting of the Board to be held in December of each year. Each officer of the Board (an “Officer”) shall serve for one calendar year, commencing on the January 1st following their election and expiring upon the election and qualification of their successors. If any Officer who was a Member or employee of the City when elected to his or her office ceases to be a Member or employee of the City, he or she shall also cease to be an Officer.

Section 4. Resignation. Any Officer may resign as such Officer by giving written notice of such resignation to the Chairperson of the Board, provided that in the event of resignation of the Chairperson, then such written notice shall be given to the Vice-Chairperson. The resignation shall be effective as of the date stated in such resignation or, if there be no such date stated, then as of the date of its receipt by the proper Officer. Notice of the resignation shall be transmitted to the

Board by the Officer receiving such resignation no later than by the next meeting of the Board, but no such resignation shall require acceptance by the Board.

Section 5. Removal. All Officers shall serve at the pleasure of the Board, and shall be subject to removal at any time by a majority vote of the Members during a meeting of the Members at which quorum is present.

Section 6. Vacancies. Vacancies in the position of any Officer shall be filled for the remainder of the term by the Board and may be filled by the vote of majority of those Members present at any regular or special meeting of the Board at which a quorum is present.

Section 7. Chairperson. The Chairperson shall be a Member and shall serve as chief executive officer of the Port Authority. He or she shall perform all duties commonly incident to the position of chief executive officer of a board, commission or business organization and shall exercise supervision over the business of the Port Authority, its officers, and its employees. He or she shall have authority to sign all contracts, releases, bonds, notes, deeds, mortgages, and other instruments and documents to be executed on behalf of the Port Authority requiring his or her signature without derogation of the authority specifically granted by these Rules and Regulations or by the Board to other persons. He or she shall be the chief officer of the Port Authority for the purpose of service of civil process and is authorized to accept such service on behalf of the Port Authority. He or she shall perform such other duties and have such other authority as may be prescribed by the laws of Ohio or may be assigned to him or her from time to time by the Board.

Section 8. Vice-Chairperson. The Vice-Chairperson shall be a Member. 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 the meetings of the Board when and while the Chairperson shall vacate the presidency. At the request of the Chairperson or in the Chairperson's absence or disability, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of the Chairperson. The Vice-Chairperson's authority to sign in the name of the Port Authority all contracts, releases, bonds, notes, deeds, mortgages and other instruments and documents to be executed on behalf of the Port Authority shall be coextensive with the Chairperson's signing authority. The Vice-Chairperson shall perform such other duties and have such other authority as may be assigned to him or her from time to time by the Board or the Chairperson. At any meeting at which both the Chairperson and the Vice-Chairperson are absent, the Board, by a majority vote of those present, may elect a Member to serve as presiding officer for that meeting.

Section 9. Treasurer and Fiscal Officer.

A. The Treasurer may but not need be a Member. He or she shall serve as Fiscal Officer of the Port Authority.

B. If the Treasurer is not a Member, the Treasurer may be compensated for his or her services such sum of money as the Board may determine and may be reimbursed for reasonable expenses incurred in the performance of these duties.

C. The Treasurer shall have the care and custody of the funds of the Port Authority and may on behalf of the Port Authority endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Port Authority of its order, and to sign receipts. The Treasurer therefore also shall be empowered to: endorse checks on behalf of the Port Authority on which the Port Authority is designated as a joint payee for its own protection under leases, contracts, insurance settlements and other documents; deliver such checks to the other payees or such other persons as are properly entitled to receive the same; and report each transaction of this nature to the Board.

D. The Treasurer shall have authority to sign, on behalf of the Port Authority, all vouchers for payments to be made by the Port Authority and checks, drafts, notes and other obligations of the Port Authority for the payment of money by the Port Authority in the manner and to the extent provided in these Rules and Regulations.

E. The Treasurer shall, from time to time, with the approval of the Board, allocate and reallocate the funds of the Port Authority into inactive funds, active funds and special funds, as provided or permitted by law.

F. The Treasurer shall assist the Executive Director in the preparation of the annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control.

G. The Treasurer shall cause to be kept accurate books of account of all transactions on behalf of the Port Authority.

H. Before entering upon his or her duties, the Treasurer shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

I. The Treasurer shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of treasurer and fiscal officer of an authority, board, commission or business organization.

J. The Treasurer shall have authority to sign, on behalf of the Port Authority, powers of attorney required by the United States Department of Treasury and the United States Customs Service.

Section 10. Secretary

A. The Secretary shall attend all meetings of Board, shall keep accurate records of the proceedings at such meetings, and shall attest to the records of the proceedings. The Secretary shall have such authority and perform such duties as are provided by law and such as may, at any time and from time to time, be delegated to the Secretary by the Board.

B. The Secretary shall be secretary to all committees, and when directed by the Chairperson of any committee, shall cause minutes of each meeting to be kept.

C. Before entering upon his or her duties, the Secretary shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

D. The Secretary shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of secretary of an authority, board, commission or business organization.

E. The Secretary shall have authority to sign, on behalf of the Port Authority, powers of attorney required by the United States Department of Treasury and the United States Customs Service.

Section 11. Executive Director and Assistant Fiscal Officer.

A. The Executive Director shall serve as chief operating officer of the Port Authority. The Executive Director may, but need not be a Member. He or she shall conduct and be responsible for the day-to-day activities of the Port Authority, the supervision of its personnel, the preparation of budgets, the Port Authority's planning, the scheduling of the meetings of the Board, and all other such duties as may be necessary to properly operate the Port Authority, such that the Port Authority shall remain at all times in full compliance with all federal, state, and local laws and regulations.

B. If the Executive Director is not a Member, the Executive Director may be compensated for his or her services such sum of money as the Board may determine and may be reimbursed for reasonable expenses incurred in the performance of these duties.

C. The Executive Director also shall serve as an Assistant Fiscal Officer of the Port Authority.

D. Before entering upon his or her duties, the Executive Director shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

E. The Executive Director shall have the care and custody of the funds of the Port Authority and may, on behalf of the Port Authority, endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Port Authority of its order, and to sign receipts. The Executive Director therefore also shall be empowered to: endorse checks on behalf of the Port Authority on which the Port Authority is designated as a joint payee for its own protection under leases, contracts, insurance settlements and other documents;

deliver such checks to the other payees or such other persons as are properly entitled to receive the same; and report each transaction of such nature to the Board.

F. The Executive Director shall have authority to sign, on behalf of the Port Authority, all vouchers for payments to be made by the Port Authority and checks, drafts, notes and other obligations of the Port Authority for the payment of money by the Port Authority in the manner and to the extent provided in these Rules and Regulations.

G. The Executive Director from time to time and with the approval of the Board shall allocate and reallocate the Port Authority's funds into inactive funds, interim funds, active funds, and special funds, as provided and permitted by law.

H. The Executive Director, together with the Treasurer, shall prepare and submit to the Board proposals for the Port Authority's annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control.

I. The Executive Director shall have such other authority and shall perform such other duties as are conferred by law upon or incident to the office of fiscal officer of an authority, board, commission, or business organization.

J. The Executive Director shall have the authority to invest Port Authority funds in lawful investments as provided in the Ohio Revised Code, including by means of wire transfer between banks for the purchase of investment securities from Port Authority funds in compliance with such rules, regulations, guidelines, or policies as the Board may from time to time adopt.

K. The Executive Director shall have authority to sign on behalf of the Port Authority powers of attorney required by the United States Department of Treasury and the United States Customs Service.

Section 12. Deputy Director.

A. The Deputy Director shall assist the Executive Director with conducting the day-to-day activities of the Port Authority, supervision of its personnel, preparation of budgets, planning, scheduling of Board meetings and all other such duties as may be necessary to properly operate the Port Authority, such that the Port Authority shall remain at all times in full compliance with all federal, state, and local laws and regulations. The Deputy Director may but need not be a Member.

B. If the Deputy Director is not a Member, the Executive Director may be compensated for his or her services such sum of money as the Board may determine and may be reimbursed for reasonable expenses incurred in the performance of these duties.

C. Before entering upon his or her duties, the Deputy Director shall give a surety bond to the Port Authority in a sum to be determined from time to time by the Board. Such bond shall be conditioned upon the faithful performance of the duties of the office, to be executed by sureties

satisfactory to the Port Authority. The cost of such bond and any other bonds required by these Rules and Regulations shall be paid by the Port Authority.

D. The Deputy Director shall assist the Executive Director with keeping accurate books of account of all transactions on behalf of the Port Authority.

E. The Deputy Director shall assist the Executive Director with the care and custody of the funds of the Port Authority and may, on behalf of the Port Authority, endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Port Authority or its order and sign receipts therefrom.

F. The Deputy Director shall have authority to sign, on behalf of the Port Authority and with the approval of the Executive Director, all vouchers for payments to be made by the Port Authority and checks, drafts notes and other obligations of the Port Authority for the payment of money by the Port Authority in the manner and to the extent provided in these Rules and Regulations.

G. The Deputy Director may, from time to time and with the approval of the Board shall allocate and reallocate the Port Authority's funds into inactive funds, interim funds, active funds, and special funds, as provided and permitted by law.

H. The Deputy Director shall assist the Executive Director and Treasurer with preparation and submission to the Board of proposals for the annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control.

I. The Deputy Director shall have such authority and perform such other duties as may, at any time and from time to time, be delegated to him or her by the Board.

Section 13. Assistant and Subordinate Officers. The Board of Directors may from time to time appoint such assistant, subordinate and other employees, professional consultants or advisors as it may deem desirable or necessary, who shall be employed or who shall serve under contract at the pleasure of the Board of Directors and perform such duties as the Board of Directors may prescribe. The Board of Directors may authorize the Executive Director to employ and discharge such assistants, subordinates and other employees and professional consultants and prescribe their authority and duties.

Section 14. Delegation of Duties. The Port Authority, at all times, to delegate, transfer, assign, and reassign duties, to the extent permitted by law, remains reserved in the Board.

ARTICLE III – MEETINGS

Section 1. Place of Meetings. All meetings of the Port Authority shall be held at the Port Authority's principal office located at One Donham Plaza, Middletown, Ohio 45042, or at such other location as may be designated by the Chairperson.

Section 2. Regular Meetings. Meetings of the Board shall be held on such date and at such time and place as shall be designated from time to time by the Chairperson. Notice of such meetings shall be given to the Members at least seven (7) days in advance of such meeting.

Section 3. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson, the Vice-Chairperson, or any three (3) Members. The Officer or Members calling the meeting shall give notice, or cause the same to be given, to the other Members of the date, hour and place of such meeting. Such notice may be given in person or by telephone at least twenty-four (24) hours prior to the meeting or may be given by letter mailed by first (1st) class mail or by telegram or facsimile transmission, and such letter shall be mailed at least 5 days prior to each meeting and such telegram or facsimile transmission shall be sent at least forty-eight (48) hours prior to each meeting. Notice of any meeting need not be given to any Member if such notice shall have been waived by him or her in writing before, during or after such meeting or if he shall be present at the meeting. Any special meeting shall be a valid meeting without notice having been given if all of the Members shall be present at such Meeting.

Section 4. Notice of Meetings. The Secretary shall establish a procedure which shall provide for public notice of meetings of the Board, which notice shall contain the date, time, and place of any meeting of the Board or the Port Authority. The procedure shall comply fully with the provisions of Section 121.22 of the Ohio Revised Code, and a statement of such procedures shall be open to public inspection at all reasonable times.

Section 5. Quorum. A majority of the Members then duly appointed and serving shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. The affirmative vote of a majority of the Members constituting a quorum shall be necessary to pass any resolution, and a majority of the Members present at any meeting shall be necessary to pass any motion or to conduct any other business which may come before the Board.

Section 6. Actions of the Board. Actions of the Board shall be by resolution or motion. Resolutions shall be in written form. On the passage of every resolution or motion, the vote shall be entered in the appropriate minutes of the meeting of the Port Authority (“Minutes”).

Section 7. Minutes and Resolutions.

A. Minutes of all meetings of the Port Authority shall be recorded in books, which shall be designated as the “Minute Books” of the Port Authority. With respect to each meeting, there shall be shown in the minutes the date and place at which the meeting was held, the names of the members present, a summary of things done, and a record of each vote taken. Resolutions adopted by the Board may be set forth in full in the Minutes or identified by appropriate reference.

B. Each Resolution adopted by the Board will numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary and maintained in separate books designated “Resolution Books,” bearing appropriate volume numbers, to be kept by the Secretary for that purpose. Resolutions shall be annually numbered consecutively beginning with the number one (1). Each Resolution shall bear as a prefix to its number the year in which it has been adopted.

C. As provided by law, Minute Books and Resolution Books of the Port Authority shall be open to the inspection of the public at all reasonable times.

Section 8. Public Meetings. All meetings of the Board shall be open to the public; provided, however, that the Board may hold an executive session at any regular or special meeting as provided by Section 121.22 of the Ohio Revised Code.

Section 9. Conduct of Meetings. Meetings of the Board shall be conducted in accordance with the following procedures:

A. **Vote.** On the passage of every resolution or motion, the vote, including any abstentions, shall be entered upon the appropriate Minutes. Any Member shall be permitted to change his or her vote until roll call has been verified and result declared. Any vote need not be by roll call unless otherwise provided herein or unless required by law.

B. **Absent Member.** Any Member who was absent from a meeting may be permitted to have his or her vote recorded upon any question acted upon during his absence; provided, however, that such vote shall not be counted, and such Member shall not be entitled to move to reconsider action on the question voted upon, nor shall such member be counted for purposes of a quorum.

C. **Division of Question.** If any question contains two or more divisible propositions, the presiding officer may, and upon request of a Member shall, divide the same.

D. **Order of Business.** The business of regular meetings of the Board generally shall be transacted in the following order:

1. Roll Call
2. Submission of Minutes of preceding meeting
3. Reports and communications from Members and Officers
4. Reports of committees
5. Considerations of pending resolutions and motions
6. Introduction of new resolutions and motions
7. Other business
8. Adjournment

E. **Motions.** Motions shall be presented, seconded, and acted upon in accordance with recognized parliamentary procedures. Upon request of any Member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second before it has been amended or voted upon. All motions which have been entertained by the presiding Member shall be entered upon the minutes of the meeting.

F. **Reconsideration.** After decision of any question, any Member who voted with the majority may move a reconsideration of any action at the same or the next succeeding meeting; provided that a resolution authorizing or relating to any contract may be reconsidered at any time before final execution of the contract.

G. **Acting Chairperson.** In the absence of the Chairperson and Vice-Chairperson, a quorum of the board being present, the meeting shall be called to order by the Executive Director, the Secretary, or an Assistant Secretary for the sole purpose of entertaining a motion to nominate an Acting Chair. An Acting Chair shall then be selected by majority vote of the Members present.

ARTICLE IV – COMMITTEES

Section 1. Committees. The Chairperson from time to time may create committees and appoint members and chairpersons of those committees. The Chairperson shall be an ex-officio member of each committee. All committees will be advisory in nature.

Section 2. Committee Meetings. In the absence of a committee chairperson or committee vice-chairperson, a quorum of any committee being present, a temporary chairperson shall be selected by majority vote of the committee members present. Each committee may establish a procedure for calling and giving notice of committee meetings, the conduct of such meetings, the undertaking of committee activities and the preparation of committee reports. Such meetings shall be open to the public and conducted as provided in Section 221.22 of the Ohio Revised Code.

Section 3. Advisory Board. The Board may maintain and from time to time name the members of an advisory board (“Advisory Board”) and may establish from time to time committees of such Advisory Board which shall be composed of such members of the Advisory Board as shall be designated by the Chairperson of the Board. The Chairperson of the Board shall also designate one (1) of the members of each Advisory Board committee as chairperson of such committee. The Advisory Board and each committee may establish a procedure for calling and giving notice of its meetings, the conduct of such meetings, the undertaking of its activities and the preparation of its reports. The Chairperson of the Board shall be an ex-officio member of the Advisory Board and of each of its committees.

ARTICLE V – ANNUAL BUDGET, APPROPRIATIONS, AND CONTRACTS

Section 1. Annual Budget. The Board annually shall prepare a budget for the Port Authority.

Section 2. Appropriation Resolution. No money shall be appropriated except by resolution. All resolutions pertaining to fixing a tax rate, appropriating money, issuing bonds, creating any special fund, or creating a liability on the part of the Port Authority for the payment of money shall be authorized by the favorable vote of a majority of all the Members. Except as otherwise specifically limited, the adoption of a resolution appropriating money shall be deemed to include the authorization to make expenditures, enter into contracts, and perform any other necessary or incidental acts.

Section 3. Contracts. No contract involving an expenditure or commitment by the Port Authority of \$5,000.00 or more shall be made unless the same shall have been authorized by resolution of the Board. Contracts involving expenditures of less than \$5,000.00 may be made by the Chairperson, Executive Director, or Treasurer.

Section 4. Audits. The Board shall cause an audit to be performed at least as often as the Auditor of State shall require by an independent certified public accountant or by the Auditor of State.

Section 5. Fiscal Year. The Port Authority's fiscal year shall be January 1 through December 31.

ARTICLE VI – ADMINISTRATION

Section 1. General Provisions. The Board shall provide for the administration of the Port Authority in accordance with Sections 4582.21 through 4582.59 of the Ohio Revised Code and other applicable local, state and federal law.

ARTICLE VII – CONSTRUCTION AND AMENDMENT

Section 1. Construction & Severability. Each rule and regulation set forth in these Rules and Regulations shall be construed, if possible, in a manner consistent with the laws of the State of Ohio. If and to the extent that any rule or regulation shall be deemed to be in conflict with the laws of the State of Ohio, such rule and regulation shall be void, but each rule and regulation shall be deemed severable from every other rule and regulation and its invalidity shall not affect any other rule or regulation.

Section 2. Amendment. These Rules and Regulations may at any time be amended or supplemented by majority vote of all Members.