

**BUTLER COUNTY FINANCE AUTHORITY
BY-LAWS**

Adopted: May 21, 2024

ARTICLE I – NAME

The Butler County Finance Authority (hereinafter, the "Finance Authority") is a port authority created by the Board of County Commissioners of Butler County, Ohio pursuant to Resolution No. 04-07-2364 in accordance with Chapter 4582 of the Ohio Revised Code and is a body corporate and politic.

ARTICLE II – BOARD OF DIRECTORS

A. The Finance Authority shall be governed by a Board of Directors ("Board"). The Board shall consist of seven (7) members (each, a "Director" and, collectively, the "Directors" or "members of the Board") appointed by the Board of County Commissioners of Butler County, Ohio ("Commissioners"). Four (4) of the Directors currently serving as of the date of adoption of these Bylaws shall serve a term of four (4) years, and three (3) of the Directors currently serving as of the date of the adoption of these Bylaws shall serve a term of two (2) years, all starting January 1, 2024, and all Directors shall thereafter serve staggered terms. Thereafter, each successor Director shall serve for a term of four (4) years, except that any Director appointed to fill a vacancy shall be appointed only to serve the unexpired term. Any Director is eligible for reappointment. As provided in Ohio Revised Code Section 4582.27, at least four (4) of the Directors of the Finance Authority shall have been qualified electors of or shall have had their businesses or places of employment within, the jurisdiction of the Finance Authority for a period of at least three (3) years next preceding their appointment. Three (3) or fewer of the Directors need not possess either of the preceding qualifications. The Board may appoint such other ex-officio members of the Board as it may deem necessary or appropriate. Ex-officio members of the Board shall have no voting privileges. The Board may remove an Ex-Officio member, with or without cause, by a majority vote of the Directors.

B. Each Director shall serve without compensation, although expenses incurred by any Director may be paid or reimbursed as the Board may approve. No Director shall hold any other compensated public office or compensated public employment except that of notary public, member of the State militia or member of a reserve component of the United States Armed Forces. The provisions of the preceding sentence shall not apply to an ex-officio member of the Board.

C. Any Director may be removed for misfeasance, nonfeasance or malfeasance by the Commissioners.

D. Any Director who fails to attend three (3) consecutive regular meetings of the Board (such Director being hereinafter referred to as the "Director to be removed") may be removed from the Board by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. The Director to be removed shall not be counted in determining whether there is a quorum nor shall the Director to be removed be entitled to vote on such Director's removal.

E. Upon the resignation or removal of a Director, a replacement Director shall be appointed by the Commissioners to fill the unexpired term. A replacement Director shall serve the unexpired term of the resigned or removed Director and shall be eligible to serve successive four (4) year terms thereafter. Upon the expiration of a Director's term on the Board, the Commissioners may either reappoint the Director whose term has expired or appoint a new Director to replace the Director whose term has expired. Any Director may resign as such by giving written notice of resignation to the Chairperson of the Board, provided that in the event of resignation of the Chairperson, then such resignation 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 its date of receipt by the proper officer. Notice of the resignation shall be transmitted to the Board by the officer receiving such resignation no later than the next meeting of the Board, but no such resignation shall require acceptance by the Board.

ARTICLE III – OFFICERS

A. The Board shall elect from among the Directors officers designated as the Chairperson and the Vice-Chairperson.

B. The Board shall elect the officers set forth in A. above at its meeting in December each year, to the extent required upon the end of the officers' terms. The officers shall serve a term of twenty four (24) months commencing on January 1 in the year following the date of election and ending when the successor officers are elected and qualified. It is the intention but not a requirement that the Vice-Chairperson be elected to the office of Chairperson upon completion of the Vice-Chairperson's term. Any officer may resign as such by giving written notice of 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 the next meeting of the Board, but no such resignation shall require acceptance by the Board.

C. All officers serve at the pleasure of the Board and shall be subject to removal at any time, for any or no reason, by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. An officer who is the subject of a removal and who is a Director shall not be counted in determining whether there is a quorum nor shall such officer be entitled to vote on such officer's removal.

D. A vacancy in any office shall be filled by a vote of the Board at any meeting at which a quorum is present.

E. The Board reserves the authority, at all times, to delegate, transfer, assign and reassign duties to the extent permitted by law.

F. The Secretary shall be the Chief Executive Officer of the Finance Authority and may be designated as the Treasurer thereof. The Chief Financial Officer shall be the Fiscal Officer of the Finance Authority. In the event the Finance Authority does not have a Chief Financial Officer on staff, the Chief Executive Officer shall be both the Secretary and the Fiscal Officer. The Secretary may direct an Assistant Secretary to perform any of the duties authorized to be performed by the Secretary or the Fiscal Officer.

G. The Secretary shall attend all meetings of the Board of Directors and shall keep accurate records of the proceedings at such meetings, which shall be attested by the Secretary. The Secretary shall have such authority and perform such duties as are provided by law and may, at any time and from time to time, be delegated by the Board of Directors. The Secretary shall have custody of and maintain all minutes, resolutions, records, documents, and files of the Finance Authority and shall certify any minutes, resolutions, records or documents of the Finance Authority as true and exact copies thereof.

H. The Secretary shall cause to be kept accurate books of account of all transactions on behalf of the Finance Authority.

I. The Secretary is not a Director of the Finance Authority, has no right to vote on Finance Authority issues, but is, after appointment by the Board, an officer of the Finance Authority. If any officer is an employee of the Finance Authority when elected to his/her office and such officer's employment with the Finance Authority shall terminate, his or her office with the Finance Authority shall terminate on the same date his or her employment with the Finance Authority terminates.

J. Before entering into the Secretary's duties, the Secretary shall give a surety bond to the Finance Authority in the penal sum of not less than Twenty-Five Thousand and 00/100 (\$25,000.00) Dollars. The surety bond shall be conditioned upon the faithful performance of the duties of the office of Secretary and shall be executed by sureties satisfactory to the Board. The cost of such surety bond shall be paid by the Finance Authority. The Secretary shall have the care and custody of the funds of the Finance Authority and may, on behalf of the Finance Authority, endorse for deposit or collection, and may deposit, all drafts, checks, notes, and other instruments and orders for the payment of money to the Finance Authority or its order and sign receipts therefor. The Secretary shall also be empowered on behalf of the Finance Authority to endorse checks on which the Finance Authority is designated as a joint payee for its own protection under leases, contracts, insurance settlements, and other documents; and to deliver such checks to the other payees or such other persons as are properly entitled to receive the same and to provide a report of transactions to the Board of Directors upon a request of a majority of Directors.

K. The Secretary shall have authority to sign, on behalf of the Finance Authority, all vouchers for payments to be made by the Finance Authority and checks, drafts, notes, and other

obligations of the Finance Authority for the payment of money by the Finance Authority in the manner and to the extent provided in these Bylaws.

L. The Secretary shall have authority to invest funds of the Finance Authority in lawful investments as provided in the Ohio Revised Code. The Secretary shall, from time to time, with the approval of the Board of Directors, allocate and reallocate the funds of the Finance Authority, as provided or permitted by law.

M. The Secretary shall assist 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.

N. The Secretary shall be secretary to all committees and, when directed by the chairperson of any committee, shall cause records relating to such committee to be kept.

O. 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 and the office of Fiscal Officer of an authority, board, commission, or business organization and shall perform such other duties and have such other authority as may be prescribed by the laws of Ohio or may be assigned to the Secretary from time to time by the Board of Directors. The Secretary shall be deemed to have discharged the Secretary's responsibilities under these Bylaws if the Secretary shall have caused the same to be discharged by an assistant or employee properly authorized or assigned to the Secretary by the Board of Directors, except as to any duties which under the law can be discharged only by the Secretary, Chief Executive Officer, or Fiscal Officer of a port authority, pursuant to the provisions of Chapter 4582 of the Ohio Revised Code.

ARTICLE IV – ADMINISTRATION AND EMPLOYMENT

A. The office of the President of the Finance Authority shall be held by the Chief Executive Officer of the Finance Authority. The Chief Executive Officer shall serve at the pleasure of the Board and shall perform the duties from time to time assigned to the Chief Executive Officer by the Board. The Chief Executive Officer shall do all things necessary for the proper implementation of the policies and programs of the Board. The Chief Executive Officer shall report and counsel with the Chairperson and, in the Chairperson's absence, the Vice-Chairperson on questions of procedure, policy or practice. Subject to the provisions of the statutes of the State of Ohio, and without intending to limit the authority of the Board of Directors, the Chief Executive Officer shall otherwise hire, discharge, and supervise all employees. It is also the responsibility of the Chief Executive Officer to provide strategic information and expertise that will assist the Board of Directors in its governance. The Chief Executive Officer shall be responsible for the identification of issues requiring the attention of the Board of Directors and for proposals regarding policy changes. The Chief Executive Officer shall also support meetings of the Board of Directors and performance with strategic information, ideas, perspectives, and corrections. The Chief Executive Officer is responsible for

the management of the organization through the planning, coordination, and implementation of the organization's mission in accordance with Board policies. Furthermore, the Chief Executive Officer shall represent the Finance Authority in the community.

B. The Board may enact such personnel policies and procedures as deemed necessary or appropriate for the efficient operation of the Finance Authority. All conditions of employment will be subject to approval of the Board.

C. The Board may appoint one or more persons as Assistant Secretary, each of whom shall be an Assistant Secretary and Assistant Fiscal Officer. An Assistant Secretary need not be a member of the Board of Directors. Each Assistant Secretary may, unless otherwise specified by the laws of Ohio, these Bylaws, the Board of Directors, or the Secretary, perform any and all duties of the Secretary which are customarily and ordinarily delegated to the office of the Secretary, and, to the extent permitted by law, may perform such further duties as may be assigned from time to time by the Board of Directors or the Secretary.

ARTICLE V – COMMITTEES

A. The Board or the Chief Executive Officer may, from time to time, create committees, the members and chairpersons of which shall be appointed by the Chairperson of the Board, unless otherwise provided for by the Board. Members of the committees shall be appointed from among the Directors. The Chairperson of the Board, in the Chairperson's discretion, may appoint citizens with special expertise to serve as ex-officio members of one or more committees.

B. Committees shall meet when requested to do so by the Chairperson of the Board, or the chairperson or vice-chairperson of the committee. In the absence of a chairperson or vice-chairperson, a majority of any committee being present, a temporary chair may be selected by the members of the committee.

C. Committees shall not have decision-making authority. The role of committees is to review matters which the Chairperson, the Board or the Chief Executive Officer may submit to it for deliberation and thereafter make recommendations to the Board regarding such matters.

ARTICLE VI – MEETINGS

A. All meetings of the Board shall be held at its principal office or at such other place as may be designated by the Chairperson.

B. A majority of the Directors then duly appointed and serving shall constitute a quorum for the transaction of business. Except as otherwise provided for herein, the affirmative vote of a majority of Directors present at any meeting, whether in person or via teleconference or interactive video conference, at which a quorum is present shall be

necessary to adopt any resolutions or conduct any other business that may come before the meeting.

C. It is the intention of the Board that regular meetings of the Board shall be held at least once each quarter. The dates, times, and places of the regular meetings of the Board shall be established by the Chairperson. The dates, times, and places of such regular meetings may be changed by the Chairperson, provided that notice of such meeting is given to the Board in the same manner as notice of special meetings.

D. The Chairperson or any three (3) Directors may call special meetings of the Board at any time. The Chairperson or Directors calling the special meeting shall give notice, or cause the same to be given, to the other Directors of the date, hour and place of the special meeting. Such notice shall be given at least twenty-four (24) hours prior to the special meeting (i) in person, (ii) by telephone or (iii) by electronic mail or facsimile transmission to those Directors for whom the Secretary has an electronic mail address or facsimile number. Notice of any special meeting need not be given to any Director if such notice shall have been waived by the Director in writing before, during or after such special meeting or if the Director is present at the special meeting. Any special meeting shall be a valid meeting without notice having been given if all of the Directors shall be present at such special meeting.

E. Action of the Board of Directors shall be by resolution or motion. Resolutions shall be in written form. Motions may be oral in form. On adoption of each motion or resolution, the vote of each Director present shall be entered in the minutes of the meeting, provided that a roll call vote shall not be required, unless otherwise required by law.

F. The Secretary shall prepare minutes of all meetings of the Board of Directors, and the Secretary shall have custody of and maintain all minutes. With respect to each meeting, there shall be shown the date and place at which the meeting was held, the Directors present, the identity of the Directors who attended the meeting by teleconference or video conference, the Directors absent, a summary of things done, and a record of each vote taken. Resolutions adopted may be set forth in full in the minutes or identified by appropriate reference to the number and title of those Resolutions. All minutes shall be open to public inspection during normal business hours to the extent required by law.

G. Each Resolution adopted by the Board of Directors will be numbered, signed by the Director presiding at the meeting, attested by the Secretary or Assistant Secretary, and maintained by the Secretary. Resolutions shall be annually numbered consecutively beginning with the number one. Each Resolution shall bear as a prefix to its number the year in which it has been adopted.

H. The Board may hold an executive session after a majority of the Directors present at any meeting at which there is a quorum in attendance, whether in person or via

teleconference or interactive video conference, determines, by a roll call voice vote, to hold an executive session for the purpose of consideration of any matter allowed by Ohio law.

I. Notice of any regular or special public meeting of the Board or any committee of the Board shall be given in accordance with the requirements of the Ohio Revised Code Section 121.22, including as follows:

1. The Secretary shall periodically provide an advance schedule identifying the time and place of all regular public meetings to the news media that have requested notification.
2. The Secretary shall, except in the event of an emergency requiring immediate official action, give at least twenty-four (24) hours' advance notice to the news media that have requested notification of the time, place and purpose of a special public meeting.
3. In the event of an emergency, the Secretary on behalf of the Chairperson or Directors calling the special meeting shall notify the news media that have requested notification immediately of the time, place and purpose of the special meeting.
4. The Secretary shall provide reasonable advance notification to any person that has: (a) requested in writing advance notification of all public meetings at which any type of public business is to be discussed; and (b) paid a one-time fee of Twenty-Five and 00/100 (\$25.00) dollars to the Finance Authority.
5. Advance notification may be given by any reasonable method including, but not limited to, delivery by mail, facsimile or electronic mail of the scheduled public meetings to the media and all additional persons requesting notice.
6. The Secretary shall provide meeting-related materials to any person that has: (a) requested in writing meeting-related materials; and (b) paid a one-time fee of Twenty-Five and 00/100 (\$25.00) dollars to the Finance Authority. If the person has already paid the one-time \$25.00 fee to receive advance notification, the person shall not be required to pay an additional fee.
7. The Secretary shall provide meeting-related materials to all Directors at least twelve (12) hours in advance of any special meeting and at least forty-eight (48) hours in advance of all regular meetings.

8. In the event meeting-related materials that have been provided in advance change prior to the meeting, the Secretary shall provide the updated meeting-related materials prior to the commencement of any regular or special meeting.

J. A Director is permitted to remotely attend a meeting of the Board by interactive video conference or teleconference. Provided that the following requirements are satisfied, a Director who remotely attends a meeting shall be considered as “present” at the meeting for purposes of determining a quorum and his/her vote shall be counted and recorded upon any resolution or motion acted upon by the Board:

1. A Director who plans to attend remotely must notify the Chairperson and the Chief Executive Officer of the Finance Authority at least twenty-four (24) hours in advance and arrange for the receipt of meeting-related materials, and, if attending by teleconference, a password;
2. At least three (3) Directors are physically present in person at the Board meeting;
3. No more than one (1) Director is physically present at the same remote location;
4. To attend remotely, a Director must be more than one (1) mile from the location of the Board meeting;
5. A Director who attends remotely must have the capability of receiving meeting-related materials in advance of and during the Board meeting;
6. A Director may not remotely attend a Board meeting more than three (3) times per calendar year;
7. Any Director who attends a Board meeting by teleconference will be provided with a password that will permit them to attend the Board meeting; and
8. The Chairman or Vice Chairman cannot both remotely attend a Board meeting.

In the event that any of the above requirements are not satisfied at the time that a Director is remotely attending a meeting of the Board, the Director shall be deemed absent for that meeting.

ARTICLE VII – APPROPRIATIONS AND CONTRACTS

A. No money shall be appropriated except by resolution passed by the requisite vote of the Board. Except as otherwise specifically limited by the resolution, the adoption of a resolution appropriating money shall be deemed to include the authorization to make expenditures, enter into contracts, and to perform such other acts as are necessary and incidental thereto.

B. No contract involving an expenditure or commitment by the Finance Authority shall be made unless authorized by resolution of the Board. In contracts for construction of any building, structure, or other improvement undertaken by the Finance Authority, the Finance Authority shall comply with the laws regarding competitive bidding established in the Ohio Revised Code.

C. The fiscal year of the Finance Authority shall commence on January 1 of each year and end on December 31 of such year.

ARTICLE VIII – CONSTRUCTION AND AMENDMENTS

A. Each By-Law set forth herein shall be construed, if possible, in a manner consistent with the laws of the State of Ohio. If and to the extent that any By-Law shall be deemed in conflict with any such law, that By-Law shall be void, but each By-Law shall be deemed separable from every other By-Law and its invalidity shall not affect any other By-Law.

B. These By-Laws may, at any time and from time to time, be amended or supplemented by the affirmative vote of a majority of the Directors then duly appointed and serving.

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