

BYLAWS

OHIO RAIL DEVELOPMENT COMMISSION

Amended: November 18, 2020

Resolution 20-16

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ARTICLE I – GENERAL PROVISIONS

Section 1. Principal Office. The principal office of the Ohio Rail Development Commission (hereinafter referred to as the “Commission”), and its Executive Director and Secretary-Treasurer shall be located at 1980 West Broad Street, Mail Stop 3140, Columbus, Ohio.

Section 2. Sub-offices. The Commission may establish sub-offices at such other places within the State of Ohio, as shall be designated from time to time by the Commission in order to further the purposes of the Commission and the efficiency of its operation.

ARTICLE II – OFFICERS

Section 1. Officers Generally. The officers of the Commission shall be the Chair, appointed and designated as such by the Governor, and the Vice Chair and such other offices as the Commission may from time to time designate. The Chair and Vice Chair shall be members of the Commission, and the Vice Chair shall be elected to that office by the members of the Commission.

Section 2. Terms of Office. The term of the Vice chair and any other officers elected hereunder shall be one year and until their successors take office. The Vice Chair shall be elected at a meeting of the Commission and shall take office upon election. If the Vice Chair or other officer who was a member of the Commission when elected to office ceases to be such a member, he or she shall also cease to be such officer.

Section 3. Resignations. Any officer other than the Chair may resign from his or her position as such officer by giving written notice of such resignation to the Chair. The resignation shall be effective as of the time or upon the event stated in such written notice, or, if there is no such time or event stated, then as of the date of the receipt of the written notice of resignation by the Chair. Notice of the resignation shall be transmitted promptly to the other members of the Commission by the officer receiving such resignation. Resignations shall not require acceptance by the Commission.

Section 4. Removal. All appointed officers other than the Chair shall serve at the pleasure of the Commission and shall be subject to removal by the Commission at any time.

Section 5. Vacancies. Any vacancy in the office of Vice Chair or other officer elected by the Commission shall be filled for the unexpired term by majority vote of the Commission in the same manner as the original election of such officer.

Section 6. Chair. The Chair shall preside at all meetings of the Commission. He or she shall perform all duties commonly incident to the position of presiding officer of a board or commission and all duties commonly incident to the position of chair of a board or commission. He or she shall have authority (without impairment of any authority specifically granted by the Commission to any other person) to sign all contracts, releases, notes, bonds and other documents and instruments to be executed on behalf of the Commission. He or she shall perform such other duties and have such other authority as may be provided from time to time by the Commission.

Section 7. Vice Chair. The Vice Chair shall perform the duties and have the authority of the Chair during the absence or inability of the Chair to perform his or her duties and during any period while the office of Chair is vacant and shall preside at all meetings of the Commission when and while the Chair shall vacate the chair. When performing the duties and having the authority of the Chair, the Vice Chair shall have all powers of the Chair. He or she shall perform such other duties and have such authority as the Commission may from time to time provide. At any meeting at which both the Chair and Vice Chair are absent for all or a portion of the meeting, the Commission, by a majority vote of those present, may elect a member of the Commission to serve as presiding officer for that meeting or portion of the meeting during which both the Chair and Vice Chair are absent. A member previously selected as presiding officer may serve as presiding officer during future meetings at the discretion of the Chair or Vice Chair, in the absence of the Chair.

ARTICLE III – MEETINGS

Section 1. Quorum. In accordance with Section 4981.02 of the Revised Code, six members of the Commission shall constitute a quorum, and the affirmative vote of six members shall be necessary for any action taken by the Commission, provided that if less than a quorum is present, the presiding officer may adjourn a meeting of the Commission.

Section 2. Meeting Places. All meetings of the Commission shall be held at its principal office or at such other place within the State of Ohio as may be designated by the Chair at a preceding meeting or as designated in the notice of the meeting, as hereinafter provided.

Section 3. Meetings Generally. The Commission and each Standing Committee shall, not later than the last regular meeting of the immediately preceding calendar year, post a schedule of regular meetings to be held during the succeeding calendar year. The time, date and place of a regular meeting or meetings may be changed during the year provided that such action shall have been taken in time to permit notice thereof to be given as provided in the Rules for Notification of Meetings referred to in Section 9 of this Article III.

Special meetings of the Commission may be called at any time by resolution or by the Chair, Vice Chair or any three members of the Commission. The officer or members calling the meeting shall give notice, or cause the same to be given, to the other members of the Commission of the date, hour and place of the meeting. Such notice may be given in person, by telephone or by written notification at least twenty-four hours prior to the meeting. Notice of a meeting need not be given to any member of the Commission who was in attendance at the meeting when the motion calling the special meeting was adopted or if such notice was waived by him or her in writing before, during or after such meeting, or if he or she shall be present at the meeting. Any meeting shall be a valid meeting without notice having been given if all of the members of the commission are present at such meeting.

In the event of an accident, natural calamity or other event or condition that requires immediate consideration by the Commission, the Chair, or in his or her absence the Vice Chair, may call an emergency meeting and shall cause notice of the time, place and purpose thereof

to be given immediately to each member of the Commission by telephone or written notification.

The Secretary-Treasurer shall maintain a current roster of the members of the Commission and of their respective addresses, telephone numbers and electronic mail addresses to be used for the purpose of giving notice of meetings. Each Commission member shall notify the Secretary-Treasurer of any change in the member's address, telephone number or numbers, or electronic mail address. Notice given by use of the information contained in the Executive Director's roster and otherwise in accordance with this section shall constitute sufficient compliance with these Bylaws.

Section 4. Minutes and Resolutions.

- a. Action of the Commission shall be by resolution or motion. Resolutions shall be in written or typewritten form. On adoption of each motion or resolution, the vote of each member present shall be entered in the minutes of the meeting, provided that a unanimous vote may be recorded as such in the minutes.
- b. The minutes of each meeting of the Commission shall be recorded in a separate book designated "Minutes Book", bearing appropriate volume numbers, to be kept by the Secretary-Treasurer for such purpose. 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 business transacted and a record of each vote taken. The minutes shall be approved by a vote of the Commission at its next regularly scheduled meeting or as soon as possible thereafter. A resolution when adopted shall be identified by appropriate reference to the number and title of such resolution.
- c. Each resolution adopted by the Commission shall be numbered, signed by the member of the Commission presiding at the meeting, and maintained in separate books designated "Resolution Book", bearing appropriate volume numbers, to be kept by the Secretary-Treasurer for such purpose. Resolutions shall be annually numbered consecutively beginning with the number one. Each resolution shall bear as prefix to its number the year in which it was adopted.

- d. As provided by law, the Minutes Books and Resolutions Books shall be open to the inspection of the public at all reasonable times.

Section 5. Public Meetings. All meetings of the Commission, except executive sessions held for purposes required or permitted by law, shall be open to the public as required in Section 121.22 of the Revised Code.

Section 6. Rules of Procedure. Except as otherwise provided in these bylaws, meetings of Commission shall be conducted in accordance with the then most current edition of Robert's Rules of Order.

Section 7. Conduct of Meetings. Meetings of the Commission shall be conducted in accordance with the following procedures:

- a. **Vote.** Actions may be taken by voice vote, except that the presiding officer may, and upon the request of any member shall, require any vote to be taken by roll call. Any member of the Commission shall be permitted to change his or her vote until the roll call has been verified and the result declared. A motion for reconsideration on any vote may be made by any member who was in the majority on such vote. Such motion must be made not later than the close of the meeting following the one at which such vote was taken.
- b. **Division of Question.** If any question contains two or more divisible propositions, the presiding member may, and upon request of a member shall, divide the same.
- c. **Order of Business.** Unless otherwise ordered by the presiding officer or consented to by motion, the business of regular meetings of the Commission shall be transacted in the following order:
 - 1. Roll Call
 - 2. Submission of minutes of preceding meetings
 - 3. Reports and communications from officers
 - 4. Other reports and communications
 - 5. Consideration of resolutions and motions

6. Reports of standing committees
 7. Reports of other committees
 8. Other business
 9. Adjournment
- d. 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 movant with the consent of the second, before it has been amended or voted upon. All motions that have been entertained by the presiding member shall be entered upon the minutes of the meeting.

Section 8. Absence of Secretary-Treasurer. If neither the Secretary-Treasurer nor an Assistant Secretary-Treasurer is present at a meeting, the presiding member may designate a person, who need not be a member of the Commission, as acting Secretary-Treasurer to record the minutes of the meeting.

Section 9. Rules for Notification of Meetings. The Rules for Notification of Meetings as provided for in Ohio Administrative Code §4981:1-01 are attached to these Bylaws as Appendix A.

ARTICLE IV – POWERS AND DUTIES

Section 1. Appointment of Personnel. Notwithstanding the enumeration of various officers and the delineation of their duties in these Bylaws, the Commission may from time to time create such additional positions of employment as it may deem desirable or necessary. The Executive Director shall appoint individuals to these positions and shall enumerate their duties in compliance with the Ohio Department of Transportation’s Personnel Policies and Procedures.

Section 2. Employees. To provide a sound, comprehensive and uniform system of personnel administration for the Commission, whereby effectiveness and economy in the personal services rendered and fairness to the employees and the public alike may be promoted and employment in the system may be rendered attractive as a career to persons qualified to serve

therein, the Commission shall adopt policies governing appointment and promotion in the Commission. Until such time as they shall be superseded, amended or rescinded by action of the commission, the personnel policies and procedures of the Ohio Department of Transportation shall be the Personnel Policies and Procedures of the Commission.

In carrying out its responsibilities toward employees, the Commission and the Executive Director shall comply with all applicable provisions of Ohio law and all applicable collective bargaining agreements. The Commission shall not modify the existing collective bargaining agreements of employees or the rights and benefits conferred pursuant to Chapter 4117. of the Revised Code.

Section 3. Executive Director.

- (a) The Executive Director shall be the chief executive of the Commission.
- (b) In his or her role as Executive Director, he or she, in addition to other powers and duties provided for in these Bylaws:
 - (1) Shall have full authority to manage the properties and business of the Commission, except for those powers and authorities reserved to the Commission and shall report to and take direction only from the Commission;
 - (2) Shall direct the enforcement of all resolutions, rules and policies of the Commission relative to the general operation of the Commission;
 - (3) Shall prepare and submit to the Commission an annual budget and amendments thereto;
 - (4) May sign and execute contracts and agreements necessary and proper for the performance of his or her duties, subject to Article VI, Section 3;
 - (5) Shall do all things necessary for the proper implementation of the policies and programs of the Commission;
 - (6) Shall report to and counsel with the Chair of the Commission and, in the Chair's absence, the Vice Chair, on questions of procedure, policy or practice;
 - (7) May hire, fire, promote and demote all personnel, within the bounds of law, contract, and the applicable Personnel Policies and Procedures;

- (8) Shall determine the salaries of all personnel within the salary ranges approved by the Commission, other than those salaries determined by operation of law or contract;
- (9) Shall coordinate and be responsible for communication and liaison with the Ohio Department of Transportation, the Ohio Development Services Agency and other officers, departments and agencies of the State government;
- (10) Shall perform such other duties as may be required by law or may be imposed on him or her by the Commission; and
- (11) Shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by an assistant or other person properly authorized by him or her.

Section 4. Secretary-Treasurer. In his or her role as Secretary-Treasurer of the Commission, he or she, in addition to other powers and duties provided for in these Bylaws:

- (1) Shall be the fiscal officer of the Commission;
- (2) Shall attend all meetings of the Commission and keep accurate records of the proceedings. He or she 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 him or her by the Commission. He or she shall have custody of and maintain all minutes, resolutions, records, documents and files of the Commission as true and exact copies thereof and shall affix to such certification any seal of the Commission, which seal shall be maintained in his or her custody;
- (3) Shall cause to be kept accurate books of account of all financial transactions of the Commission;
- (4) Shall have care and custody of the funds of the commission and may, on behalf of the Commission, endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Commission, or its order, and sign receipts therefor;

- (5) May sign, on behalf of the Commission, all vouchers for payments to be made by the Commission and checks, drafts, bonds, notes and other obligations of the Commission for the payment of money by the Commission in the manner and to the extent provided in these Bylaws;
- (6) Shall be secretary to all committees and, when directed by the chair of any committee, shall cause minutes of each meeting to be kept;
- (7) Shall have such authority and perform such other duties as are confirmed by law upon or incident to the office of secretary or treasurer of an authority, board or commission. He or she shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by and assistant or other person properly authorized by him or her, except as to any duty that under the law can be discharged only personally by the secretary or treasurer of an authority, pursuant to law; and
- (8) Shall perform such other duties as may be required of him or her by law or as may be imposed on him or her by the Commission.

Section 5. Professional Consultants. The Commission may from time to time engage professional consultants or advisors as it may deem desirable or necessary. Such professional consultants shall be employed at compensation established by the Commission and shall serve at the pleasure of the Commission unless they are governed by specific contracts of engagement. The Commission may authorize the Executive Director to employ professional consultants and advisors and, except as the Commission has otherwise established, prescribe their duties and conditions for performing services for the Commission.

Section 6. Delegation of Duties. There is reserved to the Executive Director the authority, from time to time, to delegate, transfer or assign duties of employees to the extent permitted by law or by contract in conformity with the Personnel Policies and Procedures of the Commission as provided in Section 2 of this Article IV.

Section 7. Execution of Instruments.

- (a) Deeds, Leases, Contracts and Other Agreements. Deeds, leases, contracts, agreements and all other documents, except those referred to in subsection (b) hereof, shall be signed by the officer or other person specified in any pertinent statute as the officer or other person required to execute such instruments. If no such statutory requirement exists, such instruments shall be signed by the Executive Director or by the Secretary-Treasurer, but the Commission may at any time or from time to time designate one of more of its members or any other employee or officer to execute any such instrument for and on behalf of the Commission.
- (b) Commission Approval. Acquisition of new rail property, disposition of rail property, or any permanent encumbrance thereof by easement or deed shall be approved by the Commission.
- (c) Purchase Orders. Purchase orders for materials and services for which expenditures have been authorized may be signed by the Chair, the Vice Chair, the Executive Director or the Secretary-Treasurer. A facsimile signature may be used in certifying the availability of funds as required by law.

Section 8. Reimbursement for Expenses. Any member of the Commission who properly incurs expenses in the course of his or her official duties shall be reimbursed for such expenses so incurred, upon vouchers approved by the Executive Director or the Secretary-Treasurer.

All officers and employees who properly incur expenses in the course of their official duties shall be reimbursed for such expense so incurred upon vouchers approved by the Executive Director or an Assistant Director or the Secretary-Treasurer.

All such reimbursements shall be at the rates and in a manner provided by or pursuant to the Ohio Revised Code.

ARTICLE V – COMMITTEES

Section 1. Standing Committees. The Commission may establish from time to time such standing committees of its members as it deems necessary, and the Chair shall appoint

members to such committees, naming one of the committee's members as chair. If the Chair fails to appoint members to a committee or name a chair of a committee, then the Commission shall appoint such members or name a chair as the case may be. The Chair and the Vice Chair shall each be an ex-officio member of each committee.

Section 2. Other Committees. The Commission may, from time to time, create additional committees. If the Chair fails to appoint members of a committee or to name a chair of a committee, then the Commission shall appoint such members or name a chair as the case may be. The Chair and Vice Chair shall each be an ex-officio member of each committee.

Section 3. Meetings. In the absence of a chair, a quorum of any committee being present, a temporary chair shall be selected by a majority vote of the members present. Each committee may establish a procedure for calling and giving notice of committee meetings, the conduct of such meeting, the undertaking of committee activities, and the preparation of committee reports, provided that, notification of meetings of such committee shall be given, and such meetings shall be conducted, in a manner not inconsistent with Section 9 of Article III of these Bylaws.

Section 4. Special Advisory Committees. The Commission may create Special Advisory Committees. The Chair shall appoint members of the Special Advisory Committees, naming a chair of each. Members of Special Advisory Committees need not be members of the Commission. If the Chair fails to appoint members to a Special Advisory Committee or a chair thereof, then the Commission shall appoint such members or chair as the case may be. Each Special Advisory Committee shall establish a procedure for calling and giving notice of that committee's meetings, the conduct of its meetings and the preparation of its reports including the procedure to be used in such preparation. The Chair of the Commission or a Commission member designated by him or her shall be an ex-officio member of each Advisory Committee.

ARTICLE VI – APPROPRIATIONS AND CONTRACTS

Section 1. Appropriations. Appropriations and budget procedures shall be in accordance with the applicable provisions of the Ohio Revised Code.

Section 2. Contracts. Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and these Bylaws.

Section 3. Expenditures. The Commission may establish by resolution amounts of expenditures that may be made for purposes for which moneys have been appropriated, on authorization of the Chair or, in his or her absence, the Vice Chair, or of the Executive Director.

Section 4. Equal Employment Opportunity. In accordance with applicable state and federal laws, the Commission shall not discriminate against any State employee or candidate for State employment on the basis of race, color, religion, gender, gender identity or expression, national origin (ancestry), military status (past, present or future), disability, age (40 years or older), status as a parent during pregnancy and immediately after the birth of a child, status as a parent of a young child, status as a foster parent, genetic information, or sexual orientation, as those terms are defined in Ohio law, federal law, and previous Executive Orders, in making any of the following State government employment-related decisions: Hiring, Layoff, Termination, Transfer, Promotion, Demotion, Rate of Compensation, or Eligibility for In-Service Training Programs.

Section 5. Nondiscrimination in Contracts, Purchase Orders and Agreements. In accordance with Revised Code 125.111(B), all contractors from whom the Commission makes purchases shall have a written affirmative action program for the employment and effective utilization of economically disadvantaged persons, as referred to in division (E)(1) of section 122.71 of the Revised Code. Annually, each such contractor shall file a description of the affirmative action program and a progress report on its implementation with the equal employment opportunity office (EOD) of the Department of Administrative Services.

ARTICLE VII – ADMINISTRATION AND EMPLOYMENT

Section 1. Executive Director. The Executive Director shall be the chief executive, operating and administrative officer of the Commission. He or she shall possess such power and authority

as enumerated in these Bylaws. In addition, the Executive Director shall assume such other powers and authority as authorized by the Commission.

The Executive Director shall be appointed by a majority vote of the Commission pursuant to Section 1 of Article III of these bylaws, and the Personnel Policies and Procedures of the Commission as provided in Section 2 of Article IV of these bylaws. In the case of a vacancy in the position of Executive Director, the Commission may appoint an acting Executive Director to serve at the pleasure of the Commission until it appoints an Executive Director.

Section 2. Secretary-Treasurer. The Secretary-Treasurer shall possess such power and authority as enumerated in these Bylaws. In addition, the Secretary-Treasurer shall assume such other powers and authority as authorized by the Commission.

The Secretary-Treasurer shall be appointed by a majority vote of the Commission, taking into account the recommendation of the Executive Director and pursuant to Section 1 of Article III of these bylaws, and the Personnel Policies and Procedures of the Commission as provided in Section 2 of Article IV of these bylaws. In the case of a vacancy in the position of Secretary-Treasurer, the Commission shall designate an employee of the Commission to carry out such of the powers and duties of that office provided for in these Bylaws as the Commission shall specify.

Section 3. Table of Organization. The Executive Director may from time to time propose to the Commission a table of organization that would create such departments as he or she may deem necessary to carry on the functions of the Commission.

ARTICLE VIII – OFFICIAL SEAL

Section 1. Adoption. The Commission may adopt an official seal pursuant to Section 4981.14(B)(2) of the Ohio Revised Code, which shall be maintained at the principal office of the Commission.

Section 2. Failure to Affix. Failure to affix the seal of the Commission to any document or instrument shall in no manner affect the validity of such document or instrument.

ARTICLE IX – CONSTRUCTION, CODIFICATION AND INDEMNIFICATION

Section 1. Construction and Severability. Each of such sections as are herein set forth and each provision thereof shall be construed, if possible, in a manner consistent with the laws of the State of Ohio and of the United States. If any clause, provision, paragraph, subdivision, division or section hereof is held to be invalid, such holding of invalidity shall not affect the remaining clauses, provisions, paragraphs, subdivisions, divisions, or sections, and these Bylaws shall be construed and enforced as if such illegal or invalid clause, provision, paragraph, subdivision or section had not been contained herein.

Section 2. Number, Gender and Tense; Interpretation. As used in these Bylaws, unless the context otherwise requires:

- (a) The singular includes the plural, and the plural includes the singular.
- (b) Words of one gender include the other genders.
- (c) Words in the present tense include the future.
- (d) Words and phrases used herein are to be read in context and construed according to the rules of grammar and common usage. Words and phrases that have acquired a technical or particular meaning, whether by legislative definition or otherwise, shall be construed accordingly.

ARTICLE X – AMENDMENTS AND PRIOR LEGISLATION

Section 1. Amendments. These Bylaws may be amended from time to time by a majority vote of the members of the Commission, provided that no proposed amendment shall be considered unless a written copy of such proposed amendment has been furnished to each member of the Commission at least fourteen days prior to the meeting at which the proposed amendment is to be considered. Such fourteen-day period may be waived if all members of the commission consent thereto either by a specific statement of such waiver by each member entered in the minutes of the meeting at which such amendment is considered or by a written

waiver of such period executed either before or after such meeting, or by a combination of the foregoing.

APPENDIX A – OPEN MEETING NOTICE RULE

Ohio Administrative Code Rule 4981-1-01 (Effective Date Not Specified)