



319 Black River Lane
Lorain, Ohio 44052
440.204.2269
lorainport.com

DATE: October 7, 2022
TO: Board of Directors
FROM: Jon Veard Jr., Vice Chairman, Bylaws & Personnel Committee
SUBJECT: Meeting Notice

Please be advised that a Bylaws & Personnel Committee Meeting has been scheduled for 5:30 p.m. on

Tuesday, October 11, 2022

Location:
Lorain Port and Finance Authority
319 Black River Lane
Lorain, OH 44052

cc: Mayor/Administration
City Council
Media

Lorain Port and Finance Authority
Bylaws & Personnel Committee Meeting
Tuesday, October 11, 2022, at 5:30 p.m.
Port Offices

AGENDA

- I. Roll Call
- II. Report of Chairman
 - A. Bylaws Update
 - B. Meeting date and time discussion
- III. Other Business
- IV. Adjournment

Lorain Port Authority

ByLaws

Rules and Regulations

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January October 11⁰,
202217

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Office Location

Principal Office

Lorain Port Authority, 319 Black River Lane, Lorain, Ohio 44052 or such other location as may be designated from time to time by the Board of Directors.

Remote Work

The Executive Director may allow remote work from time to time in order to further the purposes of the Lorain Port Authority and the efficiency of its operations.

Sub Offices

The Board of Directors may establish sub offices at such other places, within or without the state of Ohio, as shall be designated from time to time by the Board of Directors in order to further the purposes of the Lorain Port Authority and the efficiency of its operations.

Board Members

Organization of Board of Directors

A port authority created in accordance with section 4582.02 of the Revised Code shall be governed by a board of directors. Members of a board of directors of a port authority created by the exclusive action of a municipal corporation shall consist of the number of members it considers necessary and shall be appointed by the mayor with the advice and consent of the council.

Each successor shall serve for a term of four years, except that any person appointed to fill a vacancy shall be appointed to only the unexpired term and any director is eligible for reappointment.

A majority of the directors shall have been qualified electors of, or shall have had their businesses or places of employment in, one or more political subdivisions within the area of the jurisdiction of the port authority, for a period of at least three years next preceding their appointment.

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Officers

~~The officers of the LPA shall be a chairperson, a vice chairperson, a secretary and such assistant secretaries as the Board of Directors of the LPA may designate, provided that only the chairperson and vice chairperson need to be members of the Board. The directors shall elect one of their membership as chairperson and another as vice-chairperson and shall designate their terms of office, and shall appoint a secretary who need not be a director.~~

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Chairperson

The Chairperson shall preside at all meetings of the Board and shall be the chief executive officer of the Lorain Port Authority. He/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 chief executive officer of a board, commission, or business organization, and shall exercise supervision over the business of the Lorain Port Authority, its officers and employees. He/she shall have authority without impairment of any authority specifically granted by the Board to other person to sign all contracts, releases, notes, bonds and other instruments and documents to be executed on behalf of the Lorain Port Authority. He/she shall be the chief officer of the Lorain Port Authority for the purpose of service of civil process and is authorized to accept such service on behalf of the Lorain Port Authority. He/she shall perform such other duties as prescribed by the laws of the State of Ohio and have such other authority as may be provided from time to time by the Board.

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Vice Chairperson

The Vice Chair shall be a member of the Board of Directors. He/She shall perform the duties and have the authority of the chair during the absence and disability of the chair, and shall preside at the meetings of the Board of Directors when and while the Chair shall vacate the chair. The Vice Chair shall perform such other duties and have such other authority as may be assigned to him/her from time to time by the Board of Directors or Chair. At the request of the Chair, or in his/her absence or disability, have all the powers of the chair. The authority of the Vice Chair to sign in the name of the Port Authority all contracts, releases, bonds, notes and

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other instrument and documents to be executed on behalf of the Port Authority shall be coextensive of the Chair.

~~Secretary and Fiscal Officer~~

~~If the secretary is not a member of the Board,~~The secretary shall also be the fiscal officer of the Lorain Port Authority but need not be a member of the Board of Directors. He/she shall receive such compensation, as the Board shall provide. ~~The secretary shall also be the fiscal officer of the Lorain Port Authority but need not be a member of the Board of Directors.~~ Before entering upon his/her duties, the secretary shall give a surety bond to the Lorain Port Authority in the penal; sum of \$25,000; such bond to be conditioned upon the faithful performance of the duties of the office, to be executed by sureties satisfactory to the Lorain Port Authority. The cost of such bond and any other bonds required by these rules and regulations shall be paid by the Lorain Port Authority.

- ~~1.~~ He/she shall attend all meetings of the Board of Directors and shall keep accurate records of the proceedings at such meetings, including agency journals, which shall be attested by him/her. He/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/her by the Board of Directors.

A.

- ~~2.~~ He/she shall cause to be kept accurate books of account of all transactions on behalf of the Lorain Port Authority.

B.

- ~~3.~~ He/she shall have the care and custody of the funds of the Lorain Port Authority and may on behalf of the Lorain Port Authority endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Lorain Port Authority or its order, and to sign receipts thereof.

C.

- ~~4.~~ He/she shall have authority to sign, on behalf of the Lorain Port Authority, all vouchers for payments to be made by the Lorain Port Authority, and checks, drafts, notes and other obligations of the Lorain Port Authority for the payment of money by the Lorain Port Authority in the manner and to the extent provided in these Rules and Regulations.

D.

- ~~5.~~ He/she shall, from time to time, with the approval of the Board of Directors, allocate and reallocate the funds of the Lorain Port Authority into inactive funds, active funds and special funds, as provided or permitted by law.

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~~6.~~ He/she shall prepare and submit to the Board his/her 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.

F.

~~G. 7.~~ He/she shall be secretary to all committees, and when directed by the chairperson of any committee, shall cause minutes of each meeting to be kept.

H. 8. The secretary shall be deemed to have discharged his/her responsibilities under these rules and regulations if he/she 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 or fiscal officer of a port authority, pursuant to the applicable provisions of Chapter 4582 of the Revised Code of Ohio.

The secretary shall have the authority to delegate any and all of the duties or authorities listed above to members of the LPA staff, or others as appropriate.

The secretary shall have authority to sign, on behalf of the port authority, powers of attorney required by the Department of Treasury, United States Customs Service, for the purpose of continuing operations in the Foreign Trade Zone, or for other purposes as may be necessary.

Assistant Secretary

~~The Board of Directors may appoint one or more persons as Assistant Secretary, each of whom shall be and assistant secretary and assistant fiscal officer, who need not be a member of the Board of Directors. Each assistant secretary may, unless otherwise specified by the laws of Ohio, these Rules and Regulations, the Board of Directors or the secretary, perform any and all duties of the secretary, which customarily and ordinarily designated 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.~~

~~Before entering upon the duties, each assistant secretary shall file with the Port authority a surety bond similar to the bond prescribed for the Fiscal Officer, in the penal sum of \$25,000.~~

Assistant and Sub-ordinate Officers

~~The Board of Directors may appoint such assistant and subordinate officers or employees and hire such professional consultants or advisors as it may deem desirable or necessary, who shall~~

~~hold office or employment, or be employed as independent contractors, 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 any officer to appoint and remove subordinate officers or employees, to prescribe their authority and duties, and to fix their compensation within amounts appropriated by the Board of Directors.~~

~~There is reserved to the Board of Directors of the authority at all times to delegate, transfer, assign and reassign duties to the extent permitted by law.~~

Terms of Office

All officers elected prior to adoption of these bylaws shall continue to hold office until such time of their term expiration and their successors are elected. The term of each officer shall be one year and until his successors are elected. Officers shall be elected annually at the meeting of the Board of Directors in the month of April and shall take office at the next regularly scheduled meeting of the Board in May. If any officer who was a member or employee of the Board of Directors or the Lorain Port Authority when elected to his office, shall cease to hold such office if he shall cease to be a member or employee of the Lorain Port Authority.

Resignation

Any officer may resign by giving written notice to the Secretary, or in event of resignation of the Secretary, by giving written notice to the Chairman. Resignation shall be effective as of the date stated in such resignation or, if not therein stated, upon the appointment of a successor. Notice of resignation shall be transmitted by the officer receiving same to all members of the Board of Directors, but no such resignation shall require acceptance by the Board.

Removal of an Officer

All officers shall serve at the pleasure of the Board and shall be subject to removal by the Board at any time by a majority of the Board of Directors at a duly called meeting.

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Vacancies

Vacancies in all offices shall be filled by the Board of Directors and may be filled by the vote of a majority of those present at any regular or special meeting at which a quorum is present.

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Delegation of Duties

Execution of Instruments Deeds, Leases, Contracts and Other Agreements Deeds, leases, contracts agreements and all other documents excepting those referred to in paragraph (2) below, shall be signed by the person or officer specified in any pertinent statute as the person, or officer required to execute such instrument. If no statutory requirement exists, such instruments shall be signed by the Chairperson or vice chairperson, and by the secretary or an assistant secretary, but the Board may at any time or from time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Lorain Port Authority.

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Qualified Immunity

In addition to any other immunity provided under Ohio law, no member of the Board of Directors shall be personally liable for any monetary damages that arise from actions taken in the performance of his or her official duties, except for acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction from which the director derived an improper personal benefit.

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Compensation

Each Director shall serve without compensation, although expenses incurred by any Director may be paid or reimbursed as the Board may approve.

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Reimbursement of Expenses

All Directors, officers, professional consultants or advisors or employees of the LPA, who properly incur expenses in the course of their official duties, shall be reimbursed for such expenses incurred, upon vouchers approved by the chair-person, vice chairperson or secretary.

Removal of Director

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. Any Director may be removed for misfeasance, nonfeasance or malfeasance.

Ethics Statement

The ethical actions and behavior of members of the Lorain (City) Port Authority are described in and controlled by Ohio law (R.C. 102.01-.99). Under the Ohio Revised Code, Board Members are Public Officials. Proper ethical behavior draws its basis from the fiduciary duty that board members (public officials) of public agencies in Ohio acknowledge and adhere to.

A primary responsibility of port board members is to adhere to their fiduciary duty to the citizens of the city. The citizens have over a number of years consistently and voluntarily agreed to contribute money in the form of a property tax levy to provide for the operating cost of this Port Authority. Without the support of these contributions, the Port Authority could not exist.

Fiduciary duty is a legal obligation of one party (the Board members) to act in the best interest of another (the taxpayers). The obligated party is typically a fiduciary, that is, someone entrusted with the care of money or property.

Under Ohio Ethics Law, the Port Authority is defined as a public agency and the Board members as public officials. This elevates the fiduciary duty to a level that should be considered in all official actions taken by the Board, not only to avoid a conflict of interest, but also to avoid any perception of a conflict of interest.

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A public official may not participate in any matters (including voting as a Board member or discussing these matters with other Board members privately) that involve his own financial interests or those of his family or business associates. A public official may not use or authorize the use of his public position to benefit himself or others in circumstances that create a conflict of interest where his objectivity could be impaired. In addition, a public official is prohibited from soliciting or accepting anything of value that would create any influence upon the public official in his public duties. These provisions prohibit a public official from soliciting or accepting gifts, travel expenses, consulting fees, or any other thing of value from any party that is interested in, regulated by, or doing or seeking to do business with the public agency. A public official is prohibited from having any financial or fiduciary interest in a public contract approved by the Board upon which he sits.

As a Board member, if any questions regarding ethics or fiduciary duty arise, I will contact the Port Authority’s legal counsel through the executive director and seek advice.

Members Name, Board of Director

Date

Board Meetings

Quorum

~~A majority of the members of the board then duly appointed and serving shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting, provided, however, if the Board is constituted of less than its full nine members a quorum shall never be less than five members of the Board of Directors duly appointed and serving. An affirmative vote of all the Directors shall be necessary to pass any resolution, a majority of the Board shall be necessary to pass any motion or to conduct any other business which may come before the meeting.~~

Robert’s Rules of Order

The rules contained in Robert’s Rules of Order shall govern the Port Authority in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Board of Directors may adopt.

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Place of Meeting

All meetings shall be at its principal office, or at such other place designated by the Board at a preceding meeting, or designated in the notice of the meeting as hereinafter provided. At the discretion of the Executive Director and Chairperson, the board of directors may hold a meeting by interactive video conference or teleconference as provided in section 4582.60 of Revised Code.

Regular Meetings

It is the intention of the Board of Directors that meetings shall be held at least once each month, on such date and at such time and place as shall be designated from time to time by the Chair. Notice of such meetings shall be given to the Directors at least 48 hours before the time of such meeting.

Special Meetings

Subject to the requirements set forth previously, special meetings may be called at any time by the Chair, the vice chair, or any three directors, upon at least 24 hours notice given to each director.

Notice of Meetings

The secretary of the Board shall establish a procedure which shall provide for public notice of meetings of the Board of Directors and committees of the Board of the Lorain Port Authority, which notice shall contain the time, place and date of any meeting. Said 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.

Quorum

A majority of the members of the board then duly appointed and serving shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. If the Board is constituted of less than its full nine members a quorum shall never be less than five members of the Board of Directors duly appointed and serving. An affirmative vote of five of the Directors shall be necessary to pass any resolution, a majority of the Board shall be

necessary to pass any motion or to conduct any other business which may come before the meeting.

At the discretion of the Executive Director and Chairperson, a member of the Board of Directors may be considered present and have the ability to cast a vote if they are attending in person at the designated meeting location, virtually through a video conferencing platform or called in via telephone.

Executive Session

The Board of Directors may hold an executive session only after a majority of a quorum of the Board determines, by a roll call vote, to hold an executive session and only at a regular or special meeting for the sole purpose of the consideration of any of the following matters and any other matter allowed by Ohio law:

- 1-A. To consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official, or the investigation of charges or complaints against a public employee, official, licensee, or regulated individual requests a public hearing. If the Board of Directors holds an executive session for one of these purposes, the motion and vote to hold the executive session must state the approved purpose for the executive session, but need not indicate the name of the person to be considered at the meeting.
- 2-B. To consider the purchase of property for public purposes, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest.
- 3-C. Conferences with an attorney for the Port Authority concerning disputes involving the Port Authority that are the subject of pending or imminent court action.
- 4-D. Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment.
- 5-E. Matters required to be kept confidential by federal law or regulations or state statutes.
- F. Specialized details of security arrangements if disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for a violation of the law.
- 6-G. To consider confidential information related to the marketing plans, specific business strategy, production techniques, trade secrets, or personal financial statements of an applicant for economic development assistance, or to negotiations

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with other political subdivisions respecting requests for economic development assistance.

If the Port Authority holds an executive session to consider any matters listed above, the motion and vote to hold that executive session must state which one or more of the approved matters are to be considered at the executive session.

In the event of an emergency, the secretary shall, 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.

Action of the Board

Action of the Board shall be by resolution or motion.

Resolutions

Resolutions shall be in written form. On passage of each resolution, the vote of each member present shall be entered in the minutes of the meeting.

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 in 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.

Public Meetings

All meetings of the Board of Directors shall be open to the public.

Journals

Minutes of all meetings shall be recorded in books which shall be designated as the Journal of the Port Authority. With respect to each meeting, there shall be shown the date and place, the members present, 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.

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A separate Journal designated as the Resolutions Journal shall be kept, which shall set forth the full text of each resolution adopted by the Board of Directors together with identification by appropriate numbering system, and a record of the date and of the vote upon its adoption.

All Journals shall be open to public inspection during normal business hours.

Conduct of Meetings

Until otherwise provided, meetings of the Board shall be conducted in accordance with Robert’s Rules of Order.

Meetings of the Board shall be conducted in accordance with the following procedures:

1. Vote:

A. Any member of the Board shall be permitted to change his vote until roll call has been verified and result declared. Motions 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 next meeting, whether regular or special, following such vote.

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2. Absent Member:

B. Any member who was unavoidably absent from a meeting may be permitted to have his vote recorded upon any question acted upon during his absence; provided that such vote shall not be counted, and such member shall not be entitled to move a reconsideration of the question to be voted upon.

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3. Division of Question:

C. If any question contains two or more divisible propositions, the presiding member may, upon request of a member shall, divide the same

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4. Order of Business:

- D.** The business of regular meetings of the Board of Directors shall be transacted in the following order:
- a. Roll call
 - b. Submission of minutes of preceding meetings
 - c. Reports and communications from officers
 - d. Other Reports and communications
 - e. Reports of standing committees
 - f. Reports of special committees

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- g. Consideration of pending resolutions and motions
- h. Introduction of new resolutions and motions
- i. Other business
- j. Public Comments
- ~~k. Adjournment~~
- ~~—~~
- ~~k. —~~

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Acting Chair

In the absence of the Chair or Vice Chair, a quorum of the Board being present, the meeting shall be called to order by 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 a majority vote of the members present.

Committees

Standing Committees

The Chairperson may appoint members of the Board to the following standing Committees and name of the members thereof:

- Contract Management
- Strategic Development Plan
- Public Affairs and Marketing Committee
- Financial Planning and Audit
- Bylaws and Personnel

Note: All members are welcome to attend any committee meeting. However, only designated committee members will have voting power.

Other Committees

In the absence of a chairperson, a quorum of any committee being present, a temporary chairperson 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 meetings, the undertaking of committee activities, and the preparation of committee reports.

Committees

The Board of Directors may, from time to time, create committees or subcommittees, the members and chairs of which shall be appointed by the Chair, unless otherwise provided by the Board. The Chair in his/her discretion may appoint citizens with special expertise to serve as ex-officio members of one or more committees or sub-committees. The role of such ex-officio members, who shall serve at the pleasure of the chair, is restricted. Committees and sub-committees are creatures of the Board, vested only with such authority as is expressly conferred upon them by the Board. As such, committees or sub-committees can be created or eliminated by the Board at any time and from time to time.

Committee Meetings

Committees shall meet when requested to do so by the Chair of the Board of Directors, the Executive Director or his/her designee or the chair or vice chair, if any of the committees, in the absence of a chair or vice chair, a quorum of any committee being present, a temporary chair shall be selected by the members present.

Authority of Committees

Except as expressly provided in this section, committees shall not have decision making authority. The role of committees is to review and comment upon proposals which will ultimately be submitted to the Board of Directors for its deliberation, debate and action, or regarding matters upon which the Board has delegated to the Executive Director full power to act under or pursuant to these Rules and Regulations. Unless expressly authorized by the Board, committees are not empowered to and shall not, take any formal action on, or otherwise make decisions with respect to, staff proposals for Board action, proposed actions by the Executive Director or actions proposed by a board member. Committees are intended to engage in an exchange of ideas during the fact finding or investigatory stage of problem analysis but are empowered to engage in deliberations, which result in a resolution, rule, motion or decision of a substantive nature.

In exceptional circumstances the Board of Directors may delegate to a committee authority to make a decision on a particular matter. Such delegation can only occur if the Board has defined a specific matter upon which it decides to delegate such authority and if the Board has, at a regular or special meeting of the Board, voted to do so delegate such decision making on that particular matter to a special committee. Any actions purported to be taken or decisions purported to be made by any committee or sub-committee in the absence of such express authorization by the Board shall be null and void. Committees or sub-committees shall be

empowered to take a vote on, and register all votes for, recommending matters to the full Board.

Notwithstanding the committees or sub-committees vote on recommendation, any Board member shall have the right at a Board meeting to raise an issue for deliberation, debate and action by the Board. In those instances in which the Board has delegated to a committee or sub-committee decision making authority ex officio committee or sub-committee members shall have no voting privileges.

Appropriations, Contracts, and Expenditures

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

Contracts

The Executive Director or his/her designee shall be authorized to select the provider of goods, equipment, material and services and to contract for the purchase thereof in an amount up to \$150,000.00 provided that monies thereof have been appropriated and remain unencumbered for the current fiscal year. ~~and that competitive proposals or bids shall be~~ are sought for projects that exceed \$1500,000.00 and as required by Ohio law.

Furthermore, the Executive Director and his/her designee shall adhere to the following standards in selecting such providers, which standards may be amended by the Board from time to time:

A. _____

A. For projects where the payment amount is reasonably expected to be less than \$10,000.00, verbal quotes shall be sought.

B. Any project that falls under this paragraph where the payment amount is reasonably expected to be \$10,000 or higher is subject to review and recommendation by the Contract Management Committee. Prior to such project being awarded and any contract being executed, the proposed contract will be referred thereafter to the full Board for approval. Allowance may be made in limited situations whereby the review and approval process may be expedited as necessary and appropriate, which allowance shall be determined jointly by the Executive Director and the Board Chairman or Vice Chairman.

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C. For projects where the payment amount is greater than \$10,000.00, but does not exceed \$150,000.00, three (3) written quotes shall be sought. Written documentation shall be kept in the Port Authority's files regarding the scope of work (or description of the goods, equipment or materials requested) that was communicated to each provider and the results of the quotes received back from such providers. Email quote requests with the scope of work and emailed quotes received in return shall constitute a written quote.

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D. For ongoing projects whereby services are expected to be used on a periodic basis throughout the year such that the aggregate fees to be paid in a twelve (12) month period will exceed \$10,000.00, written quotes shall be obtain in accordance with the process set forth in paragraph B above.

~~A. For projects where the payment amount is reasonably expected to be less than \$5,000.00, three (3) verbal quotes shall be sought. Written documentation shall be kept in the Port Authority's files regarding the scope of work (or description of the goods, equipment or materials requested) that was communicated to each provider and the results of the quotes (whether verbal or written) received back from such providers.~~

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~~B. For projects where the payment amount is greater than \$5,000.00, but does not exceed \$50,000.00, three (3) written quotes shall be sought. Written documentation shall be kept in the Port Authority's files regarding the scope of work (or description of the goods, equipment or materials requested) that was communicated to each provider and the results of the quotes received back from such providers. Email quote requests with the scope of work and emailed quotes received in return shall constitute a written quote. Furthermore, any project that falls under this paragraph B where the payment amount is reasonably expected to be \$10,000 or higher is subject to review and recommendation/approval by the Contract Management Committee prior to such project being awarded to a provided and any contract being executed. With respect to such projects the Port Authority must be submit its recommendation and all supporting documentation to the Contract Management Committee for review and, if recommended by such committee, the proposed contract will be referred thereafter to the full Board for approval. Allowance may be made in limited situations whereby the review and approval process may be expedited as necessary and appropriate, which allowance shall be determined jointly by the Executive Director and the Board Chairman or Vice Chairman.~~

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~~C. Copies of all quote requests for projects reasonably expected to be greater than \$5,000.00 shall be provided to the current Chairperson of the Contract Management Committee. Emailed requests for quotes may be provided to the Chairperson by copying such individual on the email(s).~~

D. ~~For ongoing projects whereby services are expected to be used on a periodic basis throughout the year such that the aggregate fees to be paid in a twelve (12) month period will exceed \$5,000.00, written quotes shall be obtain in accordance with the process set forth in paragraph B above.~~

E. ~~The Port Authority staff shall prepare a monthly list of all contracts (regardless of dollar amounts) entered into by the Port Authority during the month since the prior Board of Directors meeting, and include such list in the Board's meeting packet. Additionally, the Port Authority staff shall prepare a list of projects (regardless of dollar amounts) that the staff anticipates contracting for in the coming 30, 60 and 90 days, and include such list in the Board's meeting packet.~~

F. ~~A calendar or schedule of annual contracts shall be prepared for the Board to review on an annual basis.~~

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Checks, Drafts, Electronic Transactions.

Etc.

Checks, drafts, notes, bonds and other instruments requiring the payment of sums of money of \$10,000.00 or more shall be executed by two of the following authorized signatories: the chairperson, ~~or~~ vice chairperson, secretary, executive director or assistant director, ~~and the secretary or an assistant secretary~~. Any such instrument involving the payment of lesser sums may be executed by any one of such officers. Disbursements, transfers, and other instruments for the purpose of investing excess operating or capital funds are not considered payments of sums of money and may be executed by the secretary consistent with the investment policy of the Board of Directors.

Any transactions requiring electronic transfer of monies of the port authority or on deposit with the port authority in the amount of Ten Thousand dollars \$10,000 or more shall be approved in writing by two of the following authorized signatories: the Executive Director, assistant director, Chairperson, or Vice Chairperson, and or the Secretary or Assistant Secretary. Any such transaction for less than \$10,000 shall be approved by any officer one authorized signatory.

The Board of Directors may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the LPA.

~~Facsimile~~Digital electronic signatures are hereby authorized and permitted to be used to the extent permitted by law.

Releases

The Executive Director shall have the authority to settle, adjust and release any claim of the port authority against any person or corporation for damage to its properties where the amount received in settlement claim is within ninety-five percent (95%) of the original claim.

~~*Electronic Transactions*~~

~~Any transactions requiring electronic transfer of monies of the port authority or on deposit with the port authority in the amount of Ten Thousand dollars \$10,000 or more shall be approved in writing by the Executive Director, Chair or Vice Chair and the Secretary or Assistant Secretary. Any such transaction for Less than \$10,000 shall be approved by any officer.~~

Construction and Separability

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

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Staff

Administration

1. Executive Director

- A. The Executive Director shall be the Administrative officer of the Port Authority. Subject to the provisions of the laws of Ohio, to these Rules and Regulations, and to the control and direction of the Board of Directors, he/she shall perform the duties assigned to him/her hereby and by the Board of Directors.
- B. The Executive Director may also be the Secretary ~~and Fiscal Officer~~ and in such event, shall perform all the functions and fulfill all the duties of said offices as set forth in these Rules and Regulations or as may be required by the Board of Directors.
- C. The Executive Director shall report to the Board of Directors on all matters for which he/she has responsibility.
- D. Without limitation of the foregoing powers and duties, the Executive Director shall:
 - 1. Have supervisory control over all employees of the Port Authority, and, subject to approval by the Chair may employ or discharge employees. The Executive Director or Chair may seek comments from an appropriate committee upon such decisions of the Executive Director.
 - 2. Develop the planning program of the Port Authority and in connection therewith submit preliminary plans and programs for the development of its Maritime Industry, Seaport and Economic Development Divisions and their activities, to the Board of Directors; provide the necessary background material, facts, statistics and records; and coordinate and supervise the work and recommendations of consultants employed by the Port Authority.
 - 3. Develop a program for the promotion and public relations of the Port Authority. He/She shall submit promotional programs for the approval of the Board, and shall carry out the programs authorized by the Board of Directors or special committees thereof, including the preparation and presentation of necessary statistical studies, market analyses and other information. He/She shall be the primary liaison official between the Port Authority and public and industrial representatives, and shall provide proper representation at meetings for the promotion of the Port Authority.
 - 4. Develop and carry out a program to promote and publicize the advantages of the Port of Lorain to railroads, shipping lines, exporters and importers, and other agencies using port facilities, both domestic and overseas. Plan a program to

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provide information on shipping rates to and from the Port of Lorain; arrange for proper representation of the Port of Lorain at all pertinent rate hearings; maintain schedules of ship movements, overseas rates, railroad and truck freight tariffs to and from the Port of Lorain; and provide such other rate and traffic services as are directed or approved by the Board of Directors.

5. Develop and carry out a program to promote and publicize the facilities and services of the Port Authority aviation facilities to commercial travelers, air cargo shippers, and the general public. Arrange for proper representation of the Port Authority at pertinent proceedings and hearings before the all appropriate Federal, State and other agencies.
6. Develop and carry out a program to promote and publicize the economic development programs and services provided by the Port Authority or otherwise available to businesses located in, moving to or considering locating in the City of Lorain, the County of Lorain and the areas within the jurisdiction of the Port Authority; arrange for proper representation of the Port Authority at all pertinent proceedings before all appropriate agencies, Federal, State and other relating to such programs and services; and coordinate the economic development programs and services provided by the Port Authority with the City of Lorain, the County of Lorain, the State of Ohio, the Federal Government and other public bodies and the private sector including, without limitation, the Chamber of Commerce, relevant utilities, and banks, and other area businesses including for-profit and not-for-profit.
7. Maintain a ~~liaison~~ liaison with officials and employees of the City of Lorain, the County of Lorain, the State of Ohio, and the Federal Government, and other officials whose functions and capacities are related to the operations of the Port Authority; coordinate the programs of the Port Authority with the programs of other public commissions, authorities and public bodies and of the private sector, seek, obtain and supervise the administration of grants, loans and other financial assistance from federal, State and local sources to enhance Port Authority programs, facilities and services; maintain a working relationship with the U.S. Army Corps of Engineers, the Federal Aviation Administration, the Ohio Department of Development and Transportation, the Small Business Administration, USEDA, the Chamber of Commerce, and other agencies and organizations that may be deemed appropriate.
8. Purchase, keep in effect, and supervise such insurance as may be necessary or proper, and process and adjust any insurance claims.
9. Supervise the administration of all departments or divisions of the Port Authority and all other administrative officers, together with the Secretary, develop and maintain all Port Authority budgets and financial plans and supervise investment programs and, subject to the approval of the Board of Directors, all matters

pertaining to the fixing of a tax rate, the appropriation of money, the issuance of bonds, the allocation of moneys among the funds maintained by the Port Authority and the creation of any liabilities on the part of the Port Authority for the payment of money.

9.

Personnel Issue Policy

Require that if a Board Member has an issue regarding Agency personnel that the issue be presented in written form to the Executive Director for review and consideration.

Salary—Executive Director

A salary increase for the Executive Director must be recommended by the Bylaws and Personnel Committee to the Board of Directors. Recommendations for a salary increase must be submitted to the Board before the first meeting in January.

The Executive Director has the authority to recommend an increase in salary for the staff if funds are available in the budget with approval from the Board of Directors.

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Departments

The Board of Directors may establish, for the convenience of operation of the Port Authority, such departments and staff positions as it may from time to time deem necessary, all of which departments and staff positions shall, subject to appropriation therefore by the Board of Directors, be under the supervision and direction of the Executive Director and shall be staffed as he/she may determine, with the approval of the Chair.

Equal Opportunity

It is the policy of the Port Authority to recruit, hire, train and promote persons in all job titles on the basis of individual merit and ability without regard to race, color, religion, sex, national origin, sexual orientation, age, disability, status as a Veteran, disabled Veteran or Veteran of the Vietnam era.

Amendment

These Rules and Regulations may at any time and from time to time be amended or supplemented by majority vote of the Board of Directors. Any formal action taken by the Board of Directors that may be inconsistent with these Rules and Regulations shall be deemed permitted hereby, so long as such action is taken in accordance herewith and with the laws of Ohio and is otherwise consistent with applicable law.

Miscellaneous

Each rule herein set forth shall be construed, if possible, in a manner consistent with the laws of Ohio. To the extent that any rule shall be deemed in conflict with the law, such rule shall be void with the other rules remaining in effect. The Board of Directors may amend these By-Laws by majority of the Board. Any formal action taken by the Board that maybe inconsistent with the By-Laws shall be deemed permitted hereby, so long as such action is taken in accordance with the laws of Ohio and is otherwise consistent with applicable law.