



**AGENDA**  
**CUYAHOGA COUNTY COUNCIL OPERATIONS & INTERGOVERNMENTAL RELATIONS**  
**COMMITTEE MEETING**  
**WEDNESDAY, OCTOBER 16, 2013**  
**CUYAHOGA COUNTY JUSTICE CENTER**  
**COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR**  
**2:00 PM**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PUBLIC COMMENT RELATED TO THE AGENDA**
- 4. APPROVAL OF MINUTES FROM THE AUGUST 12, 2013 MEETING**
- 5. MATTERS REFERRED TO COMMITTEE**
  - a) R2013-0215: A Resolution approving and concurring with amendments made to the Northeast Ohio Areawide Coordinating Agency (“NOACA”) Code of Regulations on 8/9/2013 as shown in NOACA Resolution No. 2013-027, and declaring the necessity that this Resolution become immediately effective.
- 6. MISCELLANEOUS BUSINESS**
- 7. OTHER PUBLIC COMMENT**
- 8. ADJOURNMENT**

\*In accordance with Section 108.01 of the Cuyahoga County Code, complimentary parking in the Huntington Park Garage will be available for the public on any day when the Council or any of its committees holds meetings. Please see the Clerk to obtain a parking pass.



## **MINUTES**

**CUYAHOGA COUNTY COUNCIL OPERATIONS & INTERGOVERNMENTAL RELATIONS  
COMMITTEE MEETING  
MONDAY, AUGUST 12, 2013  
CUYAHOGA COUNTY JUSTICE CENTER  
COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR  
9:00 AM**

**1. CALL TO ORDER**

**Chairman Greenspan called the meeting to order at 9:02 a.m.**

**2. ROLL CALL**

**Mr. Greenspan asked Assistant Deputy Clerk Carter to call the roll. Committee members Greenspan, Miller and Connally were in attendance and a quorum was determined. Committee members Brady and Gallagher were absent from the meeting.**

**3. PUBLIC COMMENT RELATED TO THE AGENDA**

**No public comments were given.**

**4. APPROVAL OF MINUTES FROM THE JUNE 17, 2013 MEETING**

**A motion was made by Ms. Connally, seconded by Mr. Miller and approved by unanimous vote to approve the minutes of the June 17, 2013 meeting.**

**5. MATTERS REFERRED TO COMMITTEE**

- a) None

**No matters were referred to Committee.**

**6. MISCELLANEOUS BUSINESS**

- a) Presentation regarding Semiannual Report-Agency of the Inspector General

**Ms. Nailah Byrd, Inspector General, provided an overview and report of activities from the Agency of the Inspector General and items relating to the Semiannual Report including the budget, number and type of complaints received, investigations and the debarment process. Discussion ensued.**

**Committee members asked questions of Ms. Byrd pertaining to the items, which she answered accordingly.**

**7. OTHER PUBLIC COMMENT**

**No public comments were given.**

**8. ADJOURNMENT**

**With no further business to discuss, Chairman Greenspan adjourned the meeting at 9:31 a.m., without objection.**

# County Council of Cuyahoga County, Ohio

## Resolution No. R2013-0215

Sponsored by: <b>Councilmembers Connally, Rogers and Germana</b>	<b>A Resolution</b> approving and concurring with amendments made to the Northeast Ohio Areawide Coordinating Agency (“NOACA”) Code of Regulations on 8/9/2013 as shown in NOACA Resolution No. 2013-027, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, County Councilmembers Connally, Rogers and Germana have recommended approval and concurrence with amendments made to the Northeast Ohio Areawide Coordinating Agency (“NOACA”) Code of Regulations; and,

WHEREAS, on August 9, 2013, the governing board of NOACA adopted the amendments made to the NOACA Code of Regulations, NOACA Board Resolution No. 2013-027; and,

WHEREAS, the amendments to Articles IV and IX of the NOACA Code of Regulations do not become effective unless and until ratified by the five member counties;

WHEREAS, Article IV of the NOACA Code of Regulations establishes the NOACA Board of Directors, providing for the Board’s duties, composition, alternates, terms, election of officers, vacancies, removal of members, compensation of board members, and applicability of Ohio Ethics Law ; and

WHEREAS, Article IX of the NOACA Code of Regulations governs the process by which the NOACA Code of Regulations may be amended; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County entity.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:**

**SECTION 1.** That the Cuyahoga County Council hereby approves and concurs with the amendments made to the NOACA Code of Regulations on August 9, 2013, as shown in NOACA Resolution No. 2013-027.

**SECTION 2.** It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

**SECTION 3.** It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Resolution was duly adopted.

Yeas:

Nays:

\_\_\_\_\_  
County Council President

\_\_\_\_\_  
Date

\_\_\_\_\_  
County Executive

\_\_\_\_\_  
Date

\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

First Reading/Referred to Committee: October 8, 2013

Committee(s) Assigned: Council Operations & Intergovernmental Relations

Journal \_\_\_\_\_  
\_\_\_\_\_, 20\_\_

**RESOLUTION NO. 2013-027  
(CODE OF REGULATIONS REVISIONS – 2013  
REVIEW AND UPDATE)**

**RESOLUTION OF THE GOVERNING BOARD  
OF THE  
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY**

**WHEREAS**, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain and Medina, and the areawide water quality management agency for the same region; and

**WHEREAS**, the NOACA Code of Regulations provides for the organization and operation of NOACA, its officers, its committees, and the Governing Board itself; and

**WHEREAS**, the NOACA Code of Regulations is periodically reviewed in order to increase the agency's functionality and efficiency, to allow the agency to provide greater service to its members, and to allow for increased public participation and transparency; and

**WHEREAS**, the NOACA Code of Regulations Task Force met to study improvements that might be made to the Code of Regulations and have submitted written recommendations to the Executive Committee and to the Governing Board, which resulted in the Governing Board discussing, recommending revisions to, and tabling Resolution 2013-022 at its July 12, 2013 meeting;

**WHEREAS**, the Task Force convened again and its discussions resulted in the proposed amendments to the Code described in Attachment A.

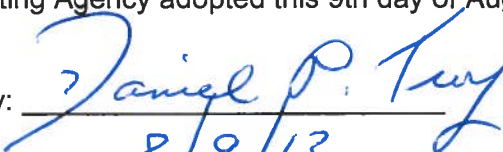
**NOW, THEREFORE, BE IT RESOLVED** by the Governing Board of the Northeast Ohio Areawide Coordinating Agency, consisting of forty-four principal officials serving general purpose local governments throughout and within the Counties of Cuyahoga, Geauga, Lake, Lorain and Medina Counties that:

**Section 1.** The NOACA Code of Regulations is amended as shown in Attachment A, effective immediately, except for those changes in Article IV and Article IX, all of which require the concurrence of the five counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, from whom concurrence is sought within 90 days. If written concurrence is not received within 90 days, the changes contained in Article IV and Article IX will be void and of no effect.

Certified to be a true copy of a Resolution of the Governing Board of the Northeast Ohio Areawide Coordinating Agency adopted this 9th day of August 2013.

Secretary: \_\_\_\_\_

Date Signed: \_\_\_\_\_

  
8/9/13

ATTACHMENT A

**CODE OF REGULATIONS  
OF THE  
NORTHEAST OHIO AREAWIDE COORDINATING  
AGENCY**

(Agency By-Laws)

Revised **and Restated** as of \_\_\_\_\_, 2013

This document constitutes the revised and restated Code of Regulations of NOACA, as adopted and approved by Board of Directors Resolution 2013-\_\_\_\_\_, adopted \_\_\_\_\_, 2013.

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¶  
Revisions to this document include those made by Governing Board Resolution 2010-050, ratified by the five counties on April 5, 2011. All changes from Governing Board Resolution 2011-030, adopted August 12, 2011, are also included. All changes from Governing Board Resolution 2012-050, adopted December 14, 2012, are also included. All changes from Governing Board Resolutions 2013-003 and 2013-004 adopted March 8, 2013, are also included.¶

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**CODE OF REGULATIONS  
OF THE  
NORTHEAST OHIO AREA WIDE COORDINATING AGENCY**

As local officials of the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina and the City of Cleveland, and as part of our responsibilities for carrying out transportation and environmental planning in the five-county region, under local direction and in accordance with federal and state mandates, pursuant to authority granted under Ohio Revised Code Section 307.14, *et seq.*, we have established the Northeast Ohio Areawide Coordinating Agency and adopt the following Code of Regulations.

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**ARTICLE I**

**NAME AND MISSION**

**Section 1.1 Name.** The name of this regional organization is the Northeast Ohio Areawide Coordinating Agency (NOACA or the Agency). The NOACA area for transportation and environmental planning encompasses the Cleveland/Lorain-Elyria metropolitan region including the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina, including the City of Cleveland and less the incorporated area of the City of Vermilion in Lorain County.

**Section 1.2 Mission.** In pursuing responsibilities for transportation and environmental planning for the region, NOACA aims to: (1) improve the quality of life of the region's citizens by enhancing the region's long term economic development potential and by protecting its environmental quality; (2) assist member local governments and agencies in addressing local and regional issues in a cooperative manner; and (3) assure equitable flow and prudent expenditure of public funds.

NOACA supports these aims by: (1) serving as a forum for local public officials to engage in regional debate and intergovernmental cooperation; (2) encouraging local decision-making to be in harmony with the region's transportation and environmental plans; (3) maintaining federal designations and planning processes and meeting federal and state requirements for regional programs; (4) seeking equitable return of state and federal funds to the region to meet locally determined needs; (5) providing information and technical planning support to benefit member communities in order to best use public resources; and (6) advocating interests of the region with state and federal decision-makers.

**ARTICLE II**

**POWERS OF AGENCY**

**Section 2.1 Powers.** The Agency shall act as a comprehensive transportation and environmental planning organization. In so doing it shall plan and coordinate the following four distinct but interrelated areas as: (i) the federal and state designated metropolitan planning

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organization (MPO) for transportation planning; (ii) the federal designated areawide water quality management planning agency for the five-county area, including the Northeast Ohio Lake Erie Basin (NEOLEB) planning area; (iii) the federal designated planning agency to address transportation-related air quality issues in the five-county area; and (iv) planning and support coordination to the region, as directed by the NOACA Board of Directors, for limited environmental management and transportation planning assistance to member communities and other public agencies and non-governmental organizations. The Agency shall also provide information to members and other public and private organizations and the general public within guidelines established by the Board of Directors.

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In addition, the Agency shall exercise powers conferred by applicable federal, state and local laws, regulations, ordinances, rules and policies as well as those powers transferred to it by its members permitted under the Constitution of the State of Ohio and the Ohio Revised Code.

### ARTICLE III

#### MEMBERS

**Section 3.1 Counties.** The counties of Cuyahoga, Geauga, Lake, Lorain and Medina in the State of Ohio have created the Agency pursuant to Ohio Revised Code Section 307.14, *et seq.* in accordance with federal and state mandates and accordingly these counties, acting through their respective Boards of Commissioners or other administrative structures, are the principal members of the Agency.

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**Section 3.2 Cities, Villages and Townships.** By virtue of home rule powers granted by Article XVIII of the Ohio Constitution, as well as statutory or charter authority granted by the Ohio General Assembly or their citizens, the cities, villages, and townships of the NOACA five-county area have important responsibilities for transportation and environmental issues within their jurisdictions. Each city, village and township within the NOACA area is a member of the Agency and entitled to services from the Agency.

**Section 3.3 Regional Governmental Authorities and Districts.** As provided in the Ohio Revised Code, certain portions of the NOACA area constitute special purpose government districts for transportation, mass transit, air quality and waste water planning and management. Accordingly (except as provided) each county-based regional transit authority and regional sewer district within the NOACA area is a member of the Agency and entitled to participate in the Agency.

**Section 3.4 Membership Dues.** Financial responsibility for operation of the Agency rests with the five counties that have created the Agency and the City of Cleveland. Basic dues to support operations of the Agency shall be apportioned by population figures established by the decennial census conducted by the U.S. Bureau of Census and each county and the City of Cleveland shall pay their respective share. Each county and the City of Cleveland may further apportion its share of Agency dues to the governmental entities within its geographic area according to a plan submitted to the Board of Directors, but in all circumstances responsibility for the payment of dues shall remain with each of the five counties and the City of Cleveland. Basic dues may be increased or decreased by the Board of Directors each year.

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**Section 3.5 Suspension of Membership.** Any member whose dues remain unpaid for a period in excess of 90 days after commencement of the fiscal year on each July 1 may be subject to suspension of membership. Suspension of membership may be undertaken by a majority vote of the Board of Directors and may provide for curtailment of voting authority or services and for such other penalties as the Board of Directors may direct in each case. Notice of any member's eligibility for suspension shall be given at regular intervals to the Board of Directors and in writing to the member's chief executive officer.

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## ARTICLE IV

### BOARD OF DIRECTORS

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**Section 4.1 Duties of Board of Directors.** The business of the Agency shall be directed by the Board of Directors. The Board of Directors shall exercise all powers of the Agency, which are not otherwise required to be exercised by Agency members.

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**Section 4.2 Composition; Alternates; Term.** The Board of Directors shall consist of representatives from the five counties and the City of Cleveland. The goals for representation are: to bring to the Board's discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning; to assure the area's citizens of an approximation of equal representation by population; and to assure the area's citizens of representation reflecting the demographics of the area's population. All members of the Board of Directors must hold an elected or appointed position in or be employed by a political subdivision, government agency, or public body within the geographic area of the respective appointing authorities set forth in Section 4.2(a) through 4.2(f) below. Board positions shall be granted based on requirements of this section. Individual Board members shall be appointed annually and the Board of Directors shall be notified of those appointments at its first meeting each year. Each county and the City of Cleveland shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County's, the City of Cleveland's, and the Agency's mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote.

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(a)	<u>County</u>	<u>Cuyahoga</u> <u>Votes</u>
(i)	.....	County
	Government	
(A)	.....	County
	Executive.....	1
(B)	.....	Director of
	Public Works.....	1
(C)	.....	County
	Executive Appointee.....	1
(D)	.....	County
	Council Member.....	1

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(ii)..... Regional Authorities

(A)..... Northeast Ohio Regional Sewer District ..... 1

(B)..... Greater Cleveland Regional Transit Authority (President of the Board of Trustees or General Manager, as the President of the Board of Trustees may designate) ..... 1

(C)..... Cleveland-Cuyahoga Port Authority ..... 1

**TOTAL** ..... 7

(iii)..... Cuyahoga Suburban Regions

(A)..... West Shore Region ..... 1

(B)..... Southwest Region ..... 1

(C)..... South/Central Region ..... 1

(D)..... Cuyahoga Region ..... 1

(E)..... Chagrin/Southeast Region ..... 1

(F)..... Heights Region ..... 1

(G)..... Hillcrest Region ..... 1

(H)..... City of Cleveland Heights ..... 1

(I)..... City of Euclid ..... 1

(J)..... City of Lakewood ..... 1

(K)..... City of Parma ..... 1

**TOTAL** ..... 11

(iv) City of Cleveland

(A)..... Mayor/Chief of Government and International Affairs ..... 1

(B)..... Director of Capital Projects ..... 1

(C)..... Council Member ..... 1

(D)..... Council Member ..... 1

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(E) .....	Council
Member .....	1
(F) .....	City Planning
Director .....	<u>1</u>
<b>TOTAL</b> .....	<b>6</b>

**(b) Geauga County**

(i) .....	County
Commissioner .....	1
(ii) .....	County
Commissioner .....	1
(iii) .....	County
Commissioner .....	<u>1</u>
<b>TOTAL</b> .....	<b>3</b>

**(c) Lake County**

(i) .....	County
Commissioner .....	1
(ii) .....	County
Commissioner .....	1
(iii) .....	County
Commissioner .....	1
(iv) .....	County
Engineer .....	1
(v) .....	Laketran <u>1</u>
<b>TOTAL</b> .....	<b>5</b>

**(d) Lorain County**

(i) .....	County
Commissioner .....	1
(ii) .....	County
Commissioner .....	1
(iii) .....	County
Commissioner (County Engineer) .....	1
(iv) .....	City of
Lorain .....	1
(v) .....	City of Elyria
.....	1
(vi) .....	Municipal
Representative .....	1
(vii) .....	Township
Representative .....	<u>1</u>
<b>TOTAL</b> .....	<b>7</b>

**(e) Medina County**

(i) .....	County
Commissioner .....	1

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(ii) .....	County
Commissioner (Municipal Representative) .....	1
(iii) .....	County
Commissioner (Township Representative).....	1
(iv).....	County
Engineer.....	1
<b>TOTAL</b> .....	<b>4</b>

**(f) State of Ohio**

(i) .....	Department
of Transportation	
(appointment to be made by ODOT Director).....	<b>1</b>
<b>TOTAL</b> .....	<b>44</b>

(g) Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting member of the Board of Directors of the Agency. The Departments of Development, Natural Resources and the Environmental Protection Agency of the State of Ohio, as well as such other agencies of government as the Board of Directors may approve by resolution adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Board of Directors but shall not have a right to vote or a right of initiative.

(h) No staff member of any regional or county planning commission, no consultant, nor any Agency staff member, whether part time or full time, whose salary is reimbursed in whole or in part by or through the Agency, shall vote as a member or alternate of the Board of Directors or the Executive Committee on appropriations, grants or contracts between NOACA and the employer of such person, but attendance of such person may be included in determining a quorum.

(i) The Agency may at times enter into contracts or other transactions with organizations and individuals with whom members of the Board of Directors have a personal or financial relationship. Each person who is a member of the Board of Directors has a duty to exercise their responsibilities in the best interests of the Agency. No Board member will use his or her position with the Agency for his or her own direct or indirect financial gain. Any Board member who has a personal or financial interest in, or who is an owner or principal of a private and nonpublic entity with an interest in, any matter coming before the Board of Directors, or any committee of the Board of Directors on which he or she serves, shall: (i) disclose his or her interest to the President of the Agency or committee chair; (ii) not participate in discussion or deliberations on the matter; and (iii) abstain from voting on the matter. Such disclosure and abstention shall be noted in the minutes of the meeting. Notwithstanding the foregoing, a member of the Board of Directors who has a personal or financial interest in a matter may, at the request of the President of the Board or a committee chair, present information regarding such matter. A Board member who abstains from a matter shall nevertheless be counted in determining a quorum. Each Board member shall identify to the Agency known and potential conflicts of interest annually.

(j) Each person who is a member of the Board of Directors shall designate one alternate to act in the absence of such member, which alternate shall keep the member informed of all matters

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- Deleted:** Each person who is a member of the Governing
- Deleted:** shall designate an alternate to act in the absence of such member. Alternates shall possess full powers in all matters which come before the Governing
- Deleted:** . Each alternate shall be considered a Board member with respect to all actions taken in capacity as an alternate, including any duties as an Executive Committee member. Designation of an alternate shall be in writing and must be submitted to the Governing Board. Each designation shall be effective for no more than one year from the date it is submitted to the Governing Board. Each person who is
- Deleted:** member of the Governing Board may revoke or modify the designation at any time in writing
- Deleted:** submit it to the Governing
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¶ Each person who is a member of the Governing
- Deleted:** by virtue of a position representing a county within the five-county area may elect to vote by written proxy on any matter submitted to the Board. Alternates are specifically precluded from exercising such proxy rights.¶  
¶ Each person who is a member of the Governing
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that come before the Board of Directors or any committee on which such alternate serves. When attending a meeting, alternates shall possess full powers in all matters that come before the Board and shall have all the rights and responsibilities of a Board member, including all fiduciary and other responsibilities to the Agency. Each alternate shall be considered a Board member with respect to all actions taken in his or her capacity as an alternate, including any duties as an Executive Committee member.

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(k) Designation of an alternate shall be in writing and must be submitted to the President of the Board. Each designation shall be effective until it is revoked or modified by the Board member who made such designation or his or her successor. Each person who is a member of the Board of Directors may revoke or modify the designation at any time in writing submitted to the President of the Board. Alternates shall, at the time of their appointment and at all times during which they serve on the Board of Directors, hold an elected or appointed position in or be employed by a political subdivision, government agency or public body within the geographic area of the respective appointing authority.

(l) Each person who is a member of the Board of Directors by virtue of a position representing a county within the five-county area may elect to vote by written proxy on any matter submitted to the Board. Alternates are specifically precluded from exercising such proxy rights.

(m) Each person who is a member of the Board of Directors and any alternate designated by such member shall vacate Board membership immediately upon ceasing to hold the public office or position that originally entitled such person to become a member of the Board of Directors. The successor of such member shall be designated in the same manner as the vacating member was selected.

(n) The Board of Directors is authorized to take appropriate measures to ensure attendance and a quorum, including limitations on speaking or similar rights of non-attending members, but no such measure shall operate to diminish the vote of any member government or collection of communities.

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### **Section 4.3 Officers; Election; Qualification; Term of Office; Resignation.**

(a) At its first meeting in January each year the Board of Directors shall elect a President, First Vice President, Secretary and Treasurer. The Board of Directors may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer shall hold office until the next annual meeting of the Board of Directors, until such officer's successor is elected and qualified or until such officer's resignation, removal or death. Upon approval by the Board one person may serve both as Secretary and Treasurer. Alternates may not serve as officers of the Board of Directors.

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(b) Any officer may resign at any time upon written notice to the Secretary of the Board of Directors.

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(c) The Board of Directors may remove any officer for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such officer.

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(d) Any vacancy occurring in any office which is caused by death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by appointment by the President (except that the First Vice President shall succeed the President as set forth below) with approval of the Board of Directors within 30 days of that vacancy.

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(e) No member organization shall have more than one Board member serving concurrently as an officer. This limitation does not apply in the case of officers serving as First or Second Vice President, Assistant Secretary or Assistant Treasurer.

(f) President. The President of the Board of Directors shall be the chief policy officer of the Agency and shall exercise all powers and duties in leadership of the Agency as are generally associated with such office including, but not limited to, the power to execute such documents and instruments authorized by resolutions adopted by the Board of Directors. The President shall represent the Agency before bodies of the state and federal government and shall be an ex officio voting member of all Standing Committees. The President shall also be responsible for execution of all directives and resolutions adopted by the Board of Directors.

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(g) First Vice President. The First Vice President, in the absence or disability of the President, shall perform duties and exercise powers of the President. In addition, the First Vice President shall perform such other duties prescribed by the Board of Directors or President.

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(h) Secretary. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties prescribed by the Board of Directors or President, under whose supervision the Secretary acts. The Secretary shall keep or cause to be kept the corporate seal of the Agency, if any, and when authorized by the Board of Directors, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or Assistant Secretary. In the absence of the Secretary, the President or designee shall appoint a member to perform the duties of the Secretary.

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(i) Treasurer. The Treasurer or designee (or Secretary in the absence or disability of the Treasurer) shall have responsibility for the custody of Agency funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Agency, and shall deposit or cause to be deposited all funds and securities of the Agency in depositories designated by the Board of Directors. The Treasurer shall oversee the disbursement of funds as directed by the Board of Directors, taking proper vouchers for such disbursements, and shall give or cause to be given to the President and other members of the Board of Directors a periodic accounting of all transactions and the financial condition of the Agency. The Treasurer shall perform such other duties prescribed by the Board of Directors or President.

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(j) Vice Presidents, Assistant Secretaries and Assistant Treasurers. In the absence or disability of the First Vice President, Secretary or Treasurer, the Second Vice President, Assistant Secretaries or Assistant Treasurers in the order designated by the Board of Directors, shall perform the duties of the First Vice President, Secretary or Treasurer, respectively, and shall have full powers of the office.

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**Section 4.4 Vacancies.** A vacancy in the Board of Directors, however occurring, shall be filled by a public official designated in the same manner as the vacating member was selected, to hold office for the whole or balance of the term to which such member was elected or until such member's successor is elected and qualified or until earlier resignation, removal from office or death.

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**Section 4.5 Removal.** The Board of Directors may at any time remove for cause any member, except for individuals who are members of the Board solely because of their position as an elected official of a member agency, or any alternate. Removal must occur at a special meeting duly called for this purpose or at a regular meeting of the Board of Directors where notice of this purpose has been established at the immediately preceding Board meeting and the affirmative vote of two-thirds of the Board members in attendance at such meeting is required for any such removal. Removal shall be without prejudice to the representation rights of the Agency member represented by such Board member or alternate. Removal of a member of the Board will not affect the appointment of any alternate to such member. The successor to such member or alternate shall be designated in the same manner as the removed member was selected.

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**Section 4.6 Compensation of Board Members.** A member of the Board of Directors shall not receive compensation for services other than ordinary and incidental expenses, except that a member may be reimbursed for other reasonable expenses approved by a majority of the Board of Directors. The Agency considers attendance at meetings of the Board of Directors and its committees to be public employment on the same basis that any Board member or alternate is considered in public employment for the public position that determined qualification for membership on the Board of Directors.

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**Section 4.7 Applicability of Ohio Ethics Law.** The provisions of Ohio Revised Code Chapter 102, and the related provisions contained in Ohio Revised Code Sections 2921.42 and 2921.43 are applicable to all members of the Board of Directors of the Agency and to all alternates. However, members or alternates who are not otherwise required to file the financial disclosure statement mandated by Ohio Revised Code Sections 102.02, 102.021 and 102.022 shall not be required to file such statement solely as a result of his or her appointment to the Board of the Agency as a member or alternate. Appoint as a member of the Board of the Agency or as an alternate does not constitute the holding of a public office or employment within the meaning of Ohio Revised Code Chapter 102 or Chapter 2921.

## ARTICLE V

### ORGANIZATION OF THE BOARD OF DIRECTORS

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**Section 5.1 Regular Meetings.** Regular meetings of the Board of Directors shall be determined and published annually at the principal offices of the Agency or such other location and time as the Board designates.

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**Section 5.2 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or by a majority of members upon written notice delivered to the President

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or Secretary of the Board of Directors. Such request shall state the purposes of the proposed meeting.

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**Section 5.3 Notice of Meetings.** Except as otherwise provided in these Regulations or by law, written notice stating the time, place and purpose in case of a special meeting, shall be delivered to each Board member at least seven days before a regular meeting and four days prior to any special meeting, either personally, by regular mail, email, fax, telephone, or any other means permitted by law.

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**Section 5.4 Presiding Officer.** Meetings of the Board of Directors shall be presided over by the President or, in the President's absence, by the First Vice President or next succeeding officer. The Secretary shall act as secretary at all meetings and in the Secretary's absence the President may appoint any person to act as secretary of such meeting.

**Section 5.5 Ratification.** The Board of Directors, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of the Agency.

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**Section 5.6 Quorum.** A majority of Board members shall constitute a quorum to transact business. Once established for any meeting of the Board, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The act of a majority of Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any member of the Board of Directors who has a personal or financial interest in a contract or transaction which is before the Board of Directors, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Board of Directors, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board.

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¶ **Section 5.7 Public Meetings.** All meetings of the Governing Board

**Section 5.7 Public Meetings.** All meetings of the Board of Directors, its Standing Committees, subcommittees, advisory councils or task forces shall be open to the public pursuant to the Ohio Sunshine Law, Revised Code Section 121.22, *et seq.* Executive sessions and other closed meetings shall be held only as permitted by law.

**Section 5.8 Procedure.** All meetings of the Board of Directors shall be conducted according to Robert's Rules of Order.

## ARTICLE VI

### COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS and TASK FORCES

**Section 6.1 Establishment of Committees, Subcommittees, Advisory Councils and Task Forces.** The President of the Board of Directors with its approval shall establish various Standing Committees, Subcommittees, Advisory Councils and Task Forces deemed necessary or appropriate to provide advice and policy recommendations to the Board of Directors relating to specific issues or technical areas of transportation or environmental matters. Unless the Board of Directors otherwise provides, each Standing Committee, Subcommittee, Advisory Council or Task Force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Standing Committee, Subcommittee, Advisory Council or Task Force shall conduct business in the

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same manner as the Board of Directors conducts business. Appendix I contains the table defining the purpose, membership, duration, creation, appointment and reporting responsibilities of Standing Committees, Subcommittees, Advisory Councils and Task Forces. This table shall be used to establish these bodies unless otherwise stated in the Code.

**Section 6.2 Standing Committees.**

**(a) Purpose.** The Standing Committees of the Agency shall be the Executive Committee, the Planning and Programming Committee, the Policy Committee, the Finance and Audit Committee, the Governance Committee, and the External Affairs Committee. Each Standing Committee shall provide advice and policy recommendations to the Board of Directors in specific functional areas and provide a forum for in-depth discussion and analysis of relevant issues or agenda items prior to consideration by the Board of Directors. Each Standing Committee shall keep regular minutes of its proceedings and report to the Board of Directors.

**(b) Membership.** Unless otherwise specifically set forth, Standing Committee members shall be appointed by the President of the Board of Directors with approval of a majority of Board members present and voting. Each member of the Board of Directors shall serve on at least one Standing Committee or subcommittee. Membership of each Standing Committee shall be comprised of members of the Board of Directors or their alternates. Vacancies on a Standing Committee shall be filled in the same manner as the vacating member was selected. Any Standing Committee may propose to expand its membership beyond the minimum by nominating additional members to the Board of Directors; additional positions shall be filled by appointment of the President with approval of a majority of Board members present and voting. The Executive Director of the Agency, or designee, shall serve as an ex officio member (without vote in that capacity) of all Standing Committees and subcommittees.

**(c) Organization of the Standing Committees.**

**(1) Meetings.** Each Standing Committee shall hold regular meetings as necessary at a time and place to be determined and shall publish a calendar of its meetings. Special meetings and the initial meeting of each year may be called by the Committee Chair, Committee Vice-Chair or the Executive Director of the Agency, on at least four days notice (oral or written).

**(2) Officers.** The President of the Board of Directors shall appoint a member of the Board of Directors as Chair of each Standing Committee with approval of a majority of the Board members. A Vice-Chair and such other officers as the Standing Committee members deem necessary may be elected by a majority of the Committee membership. The term of office for each Standing Committee officer shall be one year or until such member's successor is selected and qualified or until earlier resignation, removal from office or death.

**(3) Attendance.** The President of the Board of Directors may remove and appoint a replacement for any Standing Committee member if the Standing Committee member has been absent from three consecutive Standing Committee meetings. The member appointed must receive approval of a majority of Board members present and voting.

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Deleted: of its meetings. The Executive Committee shall consist of the President, First Vice President, Second Vice President (if any), Secretary, Treasurer, immediate past President of the Governing Board and mayor or Chief of Government Affairs of the largest city in the five-county region. Executive Committee membership shall also include at least one member of the governing officers of each county. The mayor or Chief of Government Affairs of the largest city in the five-county region shall not be considered a county representative for this purpose. Vacancies in membership

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Section 6.3 Nominating Committee. By November 15 of each year with approval of the Governing

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(4) Procedure. Meetings of any Standing Committee or subcommittee shall be conducted according to *Robert's Rules of Order*.

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(5) Member Representatives. Members of a subcommittee may appoint a representative to attend meetings in their absence by submitting the name of the person in writing to the chairperson of the subcommittee. The representative of a member shall be entitled to vote at any subcommittee meeting in the absence of the member, but shall have no other rights as a Board member or alternate.

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Deleted: Standing Committee to explore problems requiring specific technical skills. The Executive Director or designee shall serve as an ex officio member of all subcommittees

(6) Staff Assistance. Agency staff shall provide Standing Committees with any technical assistance required to organize meetings of the Standing Committees. Such assistance will be provided at request of the Chair of a Standing Committee.

(7) Removal. The Board of Directors, upon recommendation of the Governance Committee, may remove any Standing Committee member for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such Standing Committee member.

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<#>Water Quality Advisory Committee (WOAC). The Water Quality Advisory Committee shall provide advice and policy recommendations to the Governing Board with regard to water quality environmental planning powers of the Agency.

<#>Membership. The Water Quality Advisory Committee shall consist of the following 11 voting members:

<#> Five members of the Governing Board with at least one Board member from jurisdictions within each member county [5];

<#> one representative of the Environmental Health Directors of the County Health Agencies [1];

<#> one of the Sanitary Engineers, or substantial equivalent, of the five counties [1];

<#> one local soil and water conservation district representative within the NOACA area [1];

<#> a representative of the Northeast Ohio Regional Sewer District [1];

<#> City of Cleveland Health Director or Environmental Health Commissioner [1];

<#> ; one member of a local watershed group [1];

<#> and the Ohio EPA Northeast District Office chief, who shall be a non-voting member. ¶

<#>Functions. Functions of the Water Quality Advisory Committee shall include the following: ¶

Section 6.3 Executive Committee. The Executive Committee shall review Agency policy documents, including the Agency's budget and Overall Work Program (OWP) as prepared by the Executive Director, and make recommendations to the Board of Directors regarding approval. The Executive committee shall also provide advice to the Executive Director and shall carry out other responsibilities delegated to it by the Board of Directors. All Standing Committees shall present any recommendations intended for discussion or approval by the Board of Directors first to the Executive Committee for placement on the agenda of the appropriate meeting of the Board. The Board of Directors may delegate authority to the Executive Committee to act as the Board of Directors on individual issues. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors prior to each of its meetings. The Executive Committee shall consist of the President, First Vice President, Second Vice President (if any), Secretary, Treasurer, immediate past President of the Board of Directors and Mayor/Chief of Government and International Affairs of the largest city in the five-county region. Executive Committee membership shall also include at least one member of the governing officers of each county. The Mayor/Chief of Government and International Affairs of the largest city in the five-county region shall not be considered a county representative for this purpose. Vacancies in membership of the Executive Committee shall be filled in the same manner as the vacating member was selected.

#### Section 6.4 Planning and Programming Committee.

(a) The Planning and Programming Committee shall provide policy recommendations with regard to transportation, water quality and air quality powers of the Agency and shall evaluate recommendations from its subcommittees and bring such recommendations, as it deems appropriate, to the Board of Directors for discussion and approval. Subcommittees of the Planning and Programming Committee shall consist of the Water Quality Subcommittee, the Air Quality Subcommittee and the Transportation Subcommittee. Membership of the Planning and Programming Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the

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NOACA Board. The chairperson and members of the Planning and Programming Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:

- (1) Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
- (2) Four members of the Board of Directors from jurisdictions within the City of Cleveland;
- (3) One members of the Board of Directors from a jurisdiction within Geauga County;
- (4) Two members of the Board of Directors from jurisdictions within Lake County;
- (5) Three members of the Board of Directors from jurisdictions within Lorain County;
- (6) Two members of the Board of Directors from jurisdictions within Medina County;
- and
- (7) One member from the Ohio Department of Transportation.

(b) Water Quality Subcommittee. The Water Quality Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to water quality environmental planning powers of the Agency.

(1) Membership. The Water Quality Subcommittee shall consist of the following 11 voting members:

- A. Five members of the Board of Directors with at least one Board member from jurisdictions within each member county [5];
- B. one representative of the Environmental Health Directors of the County Health Agencies [1];
- C. one of the Sanitary Engineers, or substantial equivalent, of the five counties [1];
- D. one local soil and water conservation district representative within the NOACA area [1];
- E. a representative of the Northeast Ohio Regional Sewer District [1];
- F. City of Cleveland Health Director or Environmental Health Commissioner [1];
- G. one member of a local watershed group [1]; and
- H. the Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) Functions. Functions of the Water Quality Subcommittee shall include the following:

- A. Providing advice and policy recommendations on water quality environmental issues or projects and transportation projects with related water quality issues;
- B. Assisting the Planning and Programming Committee and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;
- C. Assisting the Planning and Programming Committee and Agency staff in environmental work program development; and
- D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

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~~(c) **Air Quality Subcommittee.** The Air Quality **Subcommittee** shall provide advice and policy recommendations to the **Planning and Programming Committee** with regard to air quality environmental planning powers of the Agency.~~

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~~(1) **Membership.** The Air Quality **Subcommittee** shall consist of the following 11 voting members:~~

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- A. Five members of the **Board of Directors** with at least one Board member from jurisdictions within each member county [5];
- B. One representative of the City of Cleveland [1];
- C. One member from each of the local air agencies (Cleveland Division of Air Quality, Lake County General Health District, and the Akron Regional Air Quality Management District) [3];
- D. The Ohio Department of Transportation, District 12 [1];
- E. The Greater Cleveland Regional Transit Authority [1];
- F. The Ohio EPA Northeast District Office chief, who shall be a non-voting member.

~~(2) **Functions.** Functions of the Air Quality **Subcommittee** shall include the following:~~

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- A. ~~Providing advice and policy recommendations on air quality environmental issues or projects and transportation projects with related air quality issues;~~
- B. ~~Assisting the **Planning and Programming Committee** and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;~~
- C. ~~Assisting the **Planning and Programming Committee** and Agency staff in environmental work program development; and~~
- D. ~~Serving in such other capacities as the **Planning and Programming Committee and the Board of Directors** may determine.~~

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~~(b) **Transportation Subcommittee.** The **Transportation Subcommittee** shall provide advice and policy recommendations to the **Planning and Programming Committee** with regard to transportation matters affecting the Planning Area.~~

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~~(1) **Membership.** The **Transportation Subcommittee** shall consist of the following 34 members:~~

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- A. ~~The County Engineer or Director of Public Works and Planning Director of each member county [10].~~
- B. ~~From the City of Cleveland: Commissioner of Traffic Engineering, Commissioner of Engineering and Construction, a member of Cleveland City Council (selected by the Council) and the City Planning Director [4].~~
- C. ~~The General Manager of the largest transit authority or agency in each member county [5].~~
- D. ~~The Deputy Directors of the Ohio Department Transportation, Districts 3 and 12 [2].~~
- E. ~~The Ohio Environmental Protection Agency, Regional Office [1].~~

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F. One member representing the Chamber of Commerce (or equivalent organization) of each member county, appointed by the President of the Board of Directors upon consultation with each county[5].

G. Six members of the Board of Directors with at least one from each member county and one representative of the Cleveland-Cuyahoga Port Authority, [ 7].

H. Additional non-voting members may be appointed by the President of the Board of Directors to insure inclusion of elected officials, public administrators, funding agencies and private sector organizations concerned with transportation planning and implementation in the Planning Area.

(2) Functions. The functions of the Transportation Subcommittee shall include the following:

A. Assisting the Planning and Programming Committee and Agency staff in developing short and long-range plans and programs for the Planning Area, in accordance with NOACA's role and responsibilities as an MPO as required by federal law;

B. Assisting the Planning and Programming Committee and Agency staff in identifying significant transportation issues, using a regional approach to address these issues, within the framework of the authority granted to the Agency in federal and state law and regulation;

C. Assisting the Planning and Programming Committee and Agency staff in development of the transportation elements of the annual overall work program; and

D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

### **Section 6.5 Policy Committee.**

(a) The Policy Committee shall provide technical advice and recommendations in the area of comprehensive policy and long-range planning matters to the Board of Directors. Membership of the Policy Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Policy Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:

(1) Nine members of the Board of Directors from jurisdictions within Cuyahoga County;

(2) Four members of the Board of Directors from jurisdictions within the City of Cleveland;

(3) One members of the Board of Directors from a jurisdiction within Geauga County;

(4) Two members of the Board of Directors from jurisdictions within Lake County;

(5) Three members of the Board of Directors from jurisdictions within Lorain County;

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<#>One member representing the Chamber of Commerce (or equivalent organization) of each member county, appointed by the President of the Governing Board upon consultation with each county[5].¶  
¶  
<#>Six members of the Governing Board with at least one from each member county and one representative of the Cleveland-Cuyahoga Port Authority, [ 7].¶  
¶  
<#>Additional non-voting members may be appointed by the President of the Governing Board to insure inclusion of elected officials, public administrators, funding agencies and private sector organizations concerned with transportation planning and implementation in the Planning Area.¶  
¶  
<#>Functions. The functions of the Transportation Advisory Committee shall include the following:¶  
¶  
<#>Assisting the Governing Board and Agency staff in developing short and long-range plans and programs for the Planning Area, in accordance with NOACA's role and responsibilities as an MPO as required by federal law;¶  
¶  
<#>Assisting the Governing Board and Agency staff in identifying significant transportation issues, using a regional approach to address these issues, within the framework of the authority granted to the Agency in federal and state law and regulation;¶  
¶  
<#>Assisting the Governing Board and Agency staff in development of the transportation elements of the annual overall work program; and¶  
¶  
<#>Serving in such other capacities as the Governing Board may determine.¶  
¶  
<#>Subcommittees. Subcommittees of the Transportation Advisory Committee shall consist of a minimum of six members of the TAC, one from each member county and the City of Cleveland. Membership on TAC subcommittees is limited to current TAC members or their alternates. The purpose of such subcommittees is to provide planning, programming or technical advice and recommendations to the TAC and staff on an ongoing basis. One such subcommittee is the Regional Transportation Investment Subcommittee (RTIS), which assists the TAC in management of the Transportation Improvement Program and Transportation Plan, in accordance with Governing Board policies. The RTIS shall consist of:¶  
¶  
<#>Current TAC Chair, or designee. [1]¶  
<#>County Engineer or Director of Public Works of each member county. [5]¶  
<#>Three Cuyahoga County TAC members, selected by Cuyahoga County. [3]¶  
<#>Two City of Cleveland TAC members, selected by the City of Cleveland. [2]¶  
<#>The Greater Cleveland Regional Transit Authority. [1]¶  
<#>LAKETRAN. [1]¶  
<#>Lorain County Transit. [1]¶

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(6) Two members of the Board of Directors from jurisdictions within Medina County; and

(7) One member from the Ohio Department of Transportation.

(b) Functions. The functions of the Policy Committee shall include the following:

(1) As its principal function assist the Agency and its members in development of comprehensive, long-range policies in the areas of transportation asset management, and transportation investment and strategy, including regional strategic planning, by providing review and comment at appropriate stages of the planning process and providing technical advice and recommendations on comprehensive planning issues or projects as appropriate;

(2) Serve as a forum for exchange of information regarding comprehensive planning, land use development and redevelopment, land use regulation and data and other planning issues in the members' jurisdictions;

(3) Assist the Agency in development of annual Overall Work Programs by providing advice, review and comment at appropriate stages of the development process regarding land use planning-related components and land use impacts of Agency activities.

**Section 6.6 Governance Committee.** The chairperson and members of the Governance Committee shall be appointed by the President with the approval of the Board and shall consist of at least seven members, including one representative of each of the five counties and a representative of the largest city in the five-county region, with additional members appointed based on the expertise necessary to accomplish the committee's purpose. The Governance Committee shall have power to nominate the officers of the Board of Directors for the next year and conduct the election provided for in Section 4.3(a). The Governance Committee shall also (a) create and implement an orientation program for new Directors; (b) monitor the procedure by which Directors annually identify and report known and potential conflicts of interest; and (c) review and recommend to the Board for approval proposed revisions this Code of Regulations as necessary.

**Section 6.7 Finance and Audit Committee.** The Chairperson and members of the Finance and Audit Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members possessing the expertise necessary to accomplish the committee's purpose. The Finance and Audit Committee shall: be responsible for the selection of outside auditors; review and evaluate the Agency's accounting and financial controls with the President and the Executive Director; provide general financial oversight for the Agency; and report annually to the Board of Directors on the results of the audit.

**Section 6.8 External Affairs Committee.** The Chairperson and members of the External Affairs Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members with additional members appointed based on the expertise necessary to accomplish the committee's purpose. The External Affairs Committee shall assist the Agency with its relationships with various government agencies and subdivisions, the media and the general public.

**Section 6.9 Other Committees, Subcommittees and Task Forces.**

(a) The Board of Directors may create, by resolution adopted by a majority of the Board present and voting, other Standing Committees, which shall exercise authority granted to such Standing Committee by the Board of Directors, but the work of any such Standing Committee shall not be effective until approved by the Board.

(b) The Board of Directors or the Chair of a Standing Committee and President of the Board of Directors may jointly establish special subcommittees of a Standing Committee in addition to those set forth in this Code of Regulations to explore problems requiring specific technical skills.

(c) The Board of Directors or the Chair of any subcommittee with the approval of the President of the Board may establish additional Advisory Councils or Task Forces deemed necessary. The purpose of such Advisory Councils and Task Forces shall be to provide advice and recommendations to the Standing Committees and their subcommittees relating to specific issues or technical areas. Task Forces shall be formed for specific projects to be completed within a designated time. Advisory Councils may be formed to provide ongoing advice and recommendations. Advisory Council and Task Force members shall consist of individuals with sufficient expertise in order to contribute to the mission and functional activities of the Advisory Council or Task Force and need not be members of the Board of Directors. At the time of its formation, each Advisory Council or Task Force shall create a written statement of purpose to be distributed to the Standing Committee or subcommittee for review and comment.

**Section 6.10 Citizen and Business Participation.** The Board of Directors shall maintain an ongoing citizen participation program in accordance with all federal, state and Board directives to encourage citizen participation in the work and planning of the Agency. The Board of Directors may establish, by resolution adopted by a majority of the Board present and voting, a Citizen Advisory Council and a Business Advisory Council, with membership and purpose determined by such resolution.

## ARTICLE VII

### AGENCY STAFF

**Section 7.1 Executive Director.** The Agency shall employ a full-time Executive Director pursuant to a written contract, which shall be negotiated by the Executive Committee. Terms and conditions of the contract shall be subject to approval by a majority of the Board of Directors.

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**Section 7.2 Powers and Duties of Executive Director.** The Executive Director, or designee, shall be responsible for managing day-to-day activities of the Agency. The Executive Director shall have authority and responsibility to hire, fire, supervise and direct Agency staff, as contained in the annually approved OWP. At the time of OWP review and approval, the Executive Director will provide the Executive Committee with information on the positions needed to complete the work contained in the OWP. The Executive Director has the authority to fill vacancies of approved positions, but will notify the Executive Committee of plans to fill a vacancy. For all new or additional positions not included in the annually approved OWP, the Executive Director shall notify the Executive Committee, which must approve the new or additional position prior to

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initiating the hiring process if such new or additional position has an effect on the annual budget. The Executive Director shall have the authority and responsibility to administer the Agency in accordance with the Code of Regulations of the Agency and Administrative Policies and Procedures adopted by the Board and to carry out duties and functions delegated by the Board of Directors or any officer.

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**Section 7.3 Staff.** Agency staff shall report to the Executive Director. Principal functions of Agency staff shall be to:

(a) Implement all directives of the Board of Directors and Executive Committee to fulfill responsibilities of the Agency;

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(b) Keep the Executive Director well informed of activities, projects, programs and studies being conducted by the Agency;

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(c) Provide assistance necessary to organize meetings of the Board of Directors, Executive Committee, Standing Committees, Subcommittees, Advisory Councils and Task Forces which may include preparation of meeting agendas, minutes and accompanying materials;

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(d) Prepare research reports and policy papers for the Board of Directors on issues of significance to the NOACA Area;

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(e) Administer Intergovernmental Review (IGR) in accordance with Board policy.

(f) Complete work programs and projects approved by the Board of Directors in a timely and professional manner.

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## ARTICLE VIII

### INDEMNITY

**Section 8.1 In General.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative, other than a suit by or in the right of the Agency, by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency for expenses, including reasonable attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if done in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

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**Section 8.2 Indemnification Against Expenses.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding by or in the right of the Agency to procure a judgment in its favor by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency against expenses, including reasonable attorney fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if done in good faith and in a manner reasonably believed to be in the best interests of the Agency. However, no indemnification shall be made in respect of any claim, issue or manner as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Agency unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

**Section 8.3 Process.** Any indemnification under Section 8.1 and 8.2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the officer, employee or agent is proper in the circumstances because the applicable standard of conduct set forth in Sections 8.1 and 8.2 has been met. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of members who were not parties to or threatened with such action, suit or proceeding; or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested members so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of Sections 8.1 and 8.2 of this Article VIII, to the extent that a Board member, officer, employee or agent of the Agency has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in defense of any claim, issue or matter, in any event the person shall be indemnified against expenses (including reasonable attorney fees) actually and reasonably incurred in that connection. Reasonable attorney fees shall not be paid by NOACA if the person has obtained counsel apart from counsel designated by the Board.

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**Section 8.4 Prior Payment.** Expenses incurred in defending a civil or criminal action may be paid by the Agency before final disposition of such action. Such expenses may be authorized by the Board of Directors in a specific case only upon receipt by the Agency of a request on behalf of the Board member, officer, employee or agent to repay such amount unless it shall finally be determined that the person is entitled to be indemnified in such amount by the Agency.

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**Section 8.5 Non-Exclusive.** The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, agreement or other means, both as to action taken in an official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Board member, officer, employee or agent and such rights shall inure to the benefit of such person's heirs, executors and administrators.

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**ARTICLE IX**

**AMENDMENTS**

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This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors at a meeting called for that purpose, except that any matters relating to Sections 4.2(a) through 4.2(f) of this Code of Regulations shall be altered, amended or repealed only upon written acceptance of each County of the NOACA area and the City of Cleveland.

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**ARTICLE X**

**MISCELLANEOUS**

**Section 10.1 Checks and Notes.** Certain checks or demand for money and notes of the Agency shall be signed by the officer authorized by these Regulations. The signature may be a facsimile when authorized by the Board of Directors.

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**Section 10.2 Seal.** The Board of Directors may provide a seal containing the name of the Agency and it is kept by the Secretary. Duplicate seals may be kept and used by other officers of the Agency.

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**Section 10.3 Notice.** Whenever notice is required to be given to any person it may be given to such person either personally, by mail, or by any method permitted by law, to the address or location appearing on the books of the Agency. If notice is sent by mail it shall be deemed to have been delivered to the addressee when deposited in the United States mail for transmission to such person.

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**Section 10.4 Waiver of Notice.** Any notice required to be given to any person may be waived in writing by the person entitled to such notice before the meeting. Attendance at any meeting by any person entitled to notice, either in person or by a duly designated alternate, shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

**Section 10.5 Captions.** Captions and headings in the Code of Regulations are for convenience only and in no way define or limit the scope or intent of any provision or section.

**APPENDIX I**

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**COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES**

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TYPE	PURPOSE	MEMBERSHIP	DURATION	WHO APPOINTS MEMBERS	REPORTING RESPONSIBILITIES	CREATED BY
Standing Committee	Advise & Recommend Tech/Function Issues to Board	Annual Each County & Cleveland Board Members	Permanent	President with Board Consent	Recommend to Board	Code or Board
Subcommittee	Tech ongoing advice to Standing Committee	Standing Committee members or per Code <del>Stakeholders</del> <del>Tech Experts</del>	Permanent	Pres/Standing Committee Chair or Code	Recommend to Standing Committee	Chair Standing Committee & President jointly or Code
Advisory Council*	Advice to Board or Standing Committee or Subcommittee	Board members Standing Committee or individuals not with agency with special expertise	Permanent or Temporary	Pres or Chair of <del>Subcommittee</del> with President, unless otherwise stated in Code	Recommend to <del>Subcommittee</del>	Chair <del>Subcommittee</del> & President jointly or Code
Task Force*	Oversees special study or report	Board Members Standing Committee Subcommittee or individuals with special expertise	Temporary	Pres/Chair <del>Subcommittee</del> jointly or Code	Recommend to <del>Subcommittee</del>	Chair <del>Subcommittee</del> & President jointly or Code

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\*Written statement of purpose needed.