

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

(Agency By-Laws)

Revised as of March 6, 2020

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- **Board Resolution 2015-024, adopted March 13, 2015**
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**CODE OF REGULATIONS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY**

As local officials of the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina and of 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.

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 areas of the City of Vermilion in Lorain County and the City of Rittman in Medina County.

Section 1.2 Vision. NOACA will STRENGTHEN regional cohesion, PRESERVE existing infrastructure, and BUILD a sustainable multimodal transportation system to SUPPORT economic development and ENHANCE quality of life in Northeast Ohio.

Section 1.3 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 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.

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.

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 wastewater 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.

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.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Duties of Board of Directors. The business of the Agency shall be managed 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.

Section 4.2 Composition; Alternates; Term; Process for Apportioning Board Seats. The Board of Directors shall consist of representatives from the five-county area. The goal for representation is 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, while assuring to the area's citizens an approximation of equal representation by population as reported in each decennial census subject to the requirement that each county shall have not less than three Board representatives. Board positions shall be apportioned among the five counties and the City of Cleveland based on population to arrive at a Board of 46 total members, pursuant to the formula contained in Appendix II to this Code. Individual Board members shall be specified annually at the first meeting. 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 jurisdiction'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.

To apportion Board seats under this section, within 180 days following the publication of each decennial census, the Board shall calculate and determine such changes to Board composition as shall be necessary to conform to the requirements of this section. Such changes may be made by resolution of the Board of Directors and shall not require ratification by the five counties under Article IX.

(a) <u>Cuyahoga County</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
(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	<u>7</u>

(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 Affairs).....	1
	(B) Director of Capital Projects.....	1
	(C) Council Member.....	1
	(D) Council Member.....	1
	(E) Council Member.....	1
	(F) City Planning Director.....	1
	TOTAL	6

(b) Geauga County

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

(c) Lake County

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

(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	1
TOTAL	7

(e) Medina County

(i) County Commissioner	1
(ii) County Commissioner (Municipal Representative)	1
(iii) County Commissioner (Township Representative)	1
(iv) County Engineer	1
TOTAL	4

(f) State of Ohio

(i) Department of Transportation	1
(appointment to be made by ODOT Director)	

Two additional seats 2

allocated based on application of the formula contained in Appendix II to this Code and assigned to reflect the population reported in the decennial census.

TOTAL	46
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(a) Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Board of Directors of the Agency. The Executive Director/Chairman of the Ohio Turnpike and Infrastructure Commission shall also be a non-voting ex officio member of the Board of Directors. 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 regulation 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.

(b) 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.

(c) Each person who is a member of the Board of Directors shall designate an alternate to act in the absence of such member. Alternates shall possess full powers in all matters which come before the Board of Directors. 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 Board of Directors. Each designation shall be effective for no more than one year from the date it is submitted to the Board of Directors. Each person who is a member of the Board of Directors may revoke or modify the designation at any time in writing and submit it to the Board of Directors.

(d) 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.

(e) 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 which 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.

(f) The Board of Directors is authorized to take appropriate measures to insure 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.

(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 ex officio member of the Board of Directors of the Agency. The Executive Director/Chairman of the Ohio Turnpike and Infrastructure Commission shall also be a non-voting ex officio member of the Board of Directors. 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 regulation 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.

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

(a) At the 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 or 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.

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

(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.

(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.

(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.

(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.

(h) Secretary. The Secretary shall give 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 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.

(i) Treasurer. The Treasurer or designee (or Secretary in the absence or disability of the Treasurer) shall have custody of Agency funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Agency, and shall deposit all funds and securities of the Agency in depositories designated by the Board of Directors. The Treasurer shall disburse funds as directed by the Board of Directors, taking proper vouchers for such disbursements, and shall give 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.

(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.

Section 4.4 Vacancies. A vacancy in the Board of Directors 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.

Section 4.5 Removal. A majority of the members of the Board of Directors at any time may remove for cause any member who is not a member of the Board solely because of position as an elected official of a member agency and 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. The successor to such member or alternate shall be designated in the same manner as the removed member was selected.

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.

ARTICLE V

ORGANIZATION OF THE BOARD OF DIRECTORS

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.

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

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 or regular meeting at which the removal of a member of the Board will be considered, 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.

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.

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 affirmative vote of a majority of Board members present at a meeting at which a quorum is present shall constitute the approval of any matter brought before the Board of Directors for decision. 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.

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*.

Section 5.9 Conflicts of Interest. 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 his or her 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.

Section 5.10 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. Appointment 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 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 the approval of the Board, 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 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 and Subcommittees.

(a) **Standing Committees.** 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 Executive Committee and, if recommended by the Executive Committee, 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 Executive Committee.

(b) Membership. Unless otherwise specifically set forth, Standing Committee and Subcommittee members shall be appointed by the President of the Board of Directors with approval of the Board. Appointments shall be made and effective as of the first Board meeting in January of each year. Each member of the Board of Directors shall serve on at least one Standing Committee. Membership of each Standing Committee shall be comprised of members of the Board of Directors or their alternates. Subcommittee membership may include individuals who are not current members of the Board of Directors. Vacancies on a Standing Committee or Subcommittee shall be filled in the same manner as the vacating member was selected. Any Standing Committee or Subcommittee 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 the Board. 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) Meetings. Each Standing Committee and Subcommittee 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 Chair or Vice-Chair of the Standing Committee or Subcommittee or by the Executive Director of the Agency, on at least four days notice (oral or written).

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

(e) Attendance. The President of the Board of Directors may remove and appoint a replacement for any Standing Committee or Subcommittee member if the member has been absent from three consecutive Standing Committee or Subcommittee meetings. The member appointed must receive approval of the Board.

(f) Procedure. Meetings of any Standing Committee or Subcommittee shall be conducted according to *Robert's Rules of Order*. Such meetings shall be presided over by the Chair or of the Standing Committee or Subcommittee, or in her or her absence, the Vice-Chair or such other member of the Standing Committee or Subcommittee as appointed by the Chair.

(g) Subcommittee 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, with a copy to the Agency's Executive Director, prior to any meeting such representative will attend. 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. The ability to appoint a member representative shall not apply to members of any Standing Committee.

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

(i) Removal. The Board of Directors, upon recommendation of the Governance Committee, may remove any Standing Committee or Subcommittee 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 or Subcommittee member.

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 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.

(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.

(1) **Membership.** The Air 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 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:

- 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.

(d) 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.

(1) **Membership.** The Transportation Subcommittee shall consist of the following 14 members:

- A. Six members of the Board of Directors with at least one Board member representing each of the five counties and the City of Cleveland who are either Engineers, Public Works Directors, Service Directors or Planning Directors [6]
- B. The Deputy Director of the Ohio Department Transportation from either Districts 3 or 12 [1]
- C. The General Manager/CEO of Greater Cleveland Regional Transit Authority [1]
- D. One representative of a Port Authority within the NOACA region [1]
- E. One representative of the Cuyahoga County Planning Commission, or the City of Cleveland Planning Commission [1]
- F. One representative of the Lorain County Planning Commission, or the City of Lorain Planning Commission [1]
- G. One representative of the Bicycle & Pedestrian Advisory Council [1]
- H. One representative of the Transit Council [1]
- I. One representative of the Transportation Safety & Operations Council [1]

(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;
- (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 seven 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 seven 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 the President of the Board of Directors jointly, may 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 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.

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 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.

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;

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

(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;

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

(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.

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.

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.

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.

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 insure to the benefit of such person's heirs, executors and administrators.

ARTICLE IX

AMENDMENTS

This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors. However, any matters relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written approval of each County of the NOACA area. Alteration, amendment or repeal of this Code may be initiated by the Board either after a special meeting called for that purpose or at any regular meeting where notice of such purpose was given at the immediately preceding regular meeting.

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.

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.

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.

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

COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES

TYPE	PURPOSE	CREATED BY	MEMBERSHIP	DURATION	WHO APPOINTS MEMBERS	REPORTING RESPONSIBILITIES
Standing Committee	Advise & Recommend Tech/Function Issues to Board	<ul style="list-style-type: none"> • Code • Board 	Members of NOACA Board or alternates	Permanent	President with Board Approval	Recommend to Executive Committee
		•				
Subcommittee	Tech ongoing advice to Standing Committee	<ul style="list-style-type: none"> • Chair Standing Committee & President jointly, • Board • Code 	Standing Committee members or per Code Stakeholders Tech Experts	Permanent	<ul style="list-style-type: none"> • President • Standing Committee Chair with President • Code 	Recommend to Standing Committee
		•				
Advisory Council*	Advice to Board or Standing Committee or Subcommittee	<ul style="list-style-type: none"> • Chair Subcommittee & President jointly • Board • Code 	Board members Standing Committee members Individuals not with agency with special expertise	Permanent or Temporary	<ul style="list-style-type: none"> • President • Chair of Subcommittee with President • Code 	Recommend to Subcommittee
		•				
Task Force*	Oversees special study or report	<ul style="list-style-type: none"> • Chair Subcommittee & President jointly • Board • Code 	Board Members Standing Committee Subcommittee or individuals with special expertise	Temporary	<ul style="list-style-type: none"> • President • Chair of Subcommittee with President • Code 	Recommend to Subcommittee

Written statement of purpose needed.

APPENDIX II

Method of Seating NOACA Board of Directors Membership

At the January organizational meeting in the calendar year following the release of each Decennial Census, Board of Directors' Membership will be reconstituted based on the following method that is predicated on the Code of Regulations, which guarantees each County at least three seats on the Board of Directors.

- 1) Number of members for each County will be initially determined by the results of this formula (rounded to two decimal places), which ensures that each jurisdiction will have no fewer than three seats. The formula is implemented via an Excel spreadsheet.

$$M_i = \text{Max} \left(M_t \times \frac{P_i}{P_t}, 3 \right) \quad \text{for } i = 1, \dots, 6$$

Subject to

$$\sum_{i=1}^6 M_i \leq M_t$$

Where:

M_t = Desired voting membership total for the Counties

M_i = Desired voting membership for County i

P_t = Total Census population for the five Counties

P_i = Census Population for County i in progression

- 2) The results from step 1 are rounded to zero decimal places and summed. If the sum is greater or less than the desired total, proceed to step 3.
- 3) The necessary reduction or addition will be made by the greatest mantissa method. The mantissa is the remainder of a decimal number. In the greatest mantissa method, the largest remainder receives an extra unit, followed by the next largest and so on until the desired resulting total is reached. The three seat minimum would be maintained for each county.

APPENDIX III

The revised language in section 4.2 of the Code of Regulations of NOACA, as adopted by NOACA's Board of Directors on September 13, 2019, provides that the list of Board members included in that section will be adjusted automatically based on a formula to reflect changes in population as reported in each decennial census. Such formula will also ensure a minimum of three seats on the Board for each of NOACA's member counties. By ratifying the methodology, no further ratification of updates to the list of board members resulting from the decennial census will be required, since such updates will be made pursuant to a ratified method of allocating board seats. Only the automatic adjustment to board membership occurring every ten years as a result of the decennial census does not then require further ratification under Article IX. Any other proposed amendment to Article IV will continue to require ratification by all five counties.

The revised language of Section 4.2 does not conflict with Article IX of the Code of Regulations, but rather provides an ongoing methodology for the apportionment of board seats based on population. Future adjustments to board representation based on this ratified methodology would, therefore, not require further ratification by the five member counties.