

TEMPORARY RESOLUTION NO. 90-19

PERMANENT RESOLUTION NO. _____

A RESOLUTION AUTHORIZING AMENDMENT TO THE NEORIDE REGIONAL COUNCIL OF GOVERNMENTS

WHEREAS, this Council has previously authorized the Authority to establish the NEORIDE Regional Council of Governments ("NEORIDE") to establish a regional council of governments to coordinate transit among transit authorities and to eliminate barriers to coordination of transit in accordance with Chapter 167 of the Revised Code; and

WHEREAS, the Governing Board of NEORIDE has recommended to amend the Bylaws of NEORIDE (the "Bylaws") in the form attached hereto as Exhibit a to provide for the ability for entities outside the State of Ohio to join NEORIDE, as permitted by Section 167.01 of the Revised Code; and

WHEREAS, Article VII of the Bylaws require that the legislative authority of each member of NEORIDE is required to amend the Bylaws and this resolution of this COUNCIL provides such approval of the amendment;

BE IT RESOLVED BY COUNCIL OF THE CITY OF LANCASTER, STATE OF OHIO

SECTION 1. This Council hereby approves the amendment to the Bylaws of NEORIDE, which amendment shall be in the form attached hereto as Exhibit A, to permit transit authorities outside of the State of Ohio to join NEORIDE, as permitted by Section 167.01 of the Revised Code.

SECTION 2. This Council hereby finds and determines that all formal actions relative to deliberations of this Council and its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code.

SECTION 3. That this resolution shall take effect and be in force from and after the earliest period allowed by law.

Passed: _____ after _____ reading. Vote: Yeas _____ Nays _____

Date Approved: _____

President of Council

Clerk: _____

Mayor

Offered by: _____

Second by: _____

Requested by Public Works Committee



**BYLAWS
OF
NEORIDE REGIONAL COUNCIL OF GOVERNMENTS**

Adopted ~~November 19, 2014~~ _____, 2019

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**BYLAWS
OF
NEORIDE REGIONAL COUNCIL OF GOVERNMENTS**

ARTICLE I GENERAL

SECTION 1. AUTHORITY: The NEORide Regional Council of Governments (“NEORide”) has been established by the legislative action of the Portage Area Regional Transportation Authority (“PARTA”), Metro Regional Transit Authority (“METRO”) and Stark Area Regional Transit Authority (“SARTA,” and together with PARTA and METRO, collectively, the “Cooperative Parties”) as a regional council of governments pursuant to the authority of Chapter 167 of the Ohio Revised Code.

SECTION 2. ORGANIZATION: PARTA, METRO and SARTA entered into the Agreement Establishing the NEORide Regional Council of Governments dated as of November 19, 2014 (the “Establishing Agreement”).

SECTION 3. PURPOSE: In accordance with the Establishing Agreement, the purpose of NEORide is to plan, promote, further and enhance transportation options within the jurisdictions of the Members and in the State of Ohio by encouraging cooperative arrangements and coordinating action among the Members, and between the Members and other governmental agencies, private persons, corporations, or agencies.

SECTION 4. POWERS: NEORide shall have such powers as are now, or hereafter may be, granted to regional council of governments by Chapter 167 of the Ohio Revised Code, as amended from time to time, and the Establishing Agreement.

SECTION 5. APPOINTMENT OF FISCAL OFFICER: In accordance with Section 167.04 of the Ohio Revised Code, the Ohio Transit Risk Pool is hereby appointed as the Fiscal Officer of NEORide. The Fiscal Officer shall receive, deposit, invest, and disburse the funds of NEORide in the manner authorized by action of the Governing Board. The Fiscal Officer shall make an annual report of the activities of NEORide to the Members in compliance with Section 167.06(C) of the Ohio Revised Code. The Fiscal Officer shall develop and follow procedures for the receipt, expenditure and accounting of funds in a manner that is capable of being audited and in accordance with the public accounting practices required for data information sites by the law of Ohio and the regulations of the Auditor of State. The Fiscal Officer shall prepare an annual budget for consideration and adoption by the Governing Board. The Fiscal Officer shall prepare and file an annual report on behalf of NEORide in the manner set forth in Section 117.38 of the Ohio Revised Code and shall participate in all audits of NEORide as required by Section 117.11 of the Ohio Revised Code.

SECTION 6. LEGAL ADDRESS: The legal address for the NEORide and the Governing Board shall be: NEORide, 1 Park Center Drive #300, Wadsworth, OH 44281. All notices permitted or required by law, these by-laws or establishing agreement shall be written and delivered, by first class mail postage prepaid, to the Legal Address; provided, however, notices of

the withdrawal of a Member, a hearing on the removal of a Member, or a hearing on any request to amend these by-laws, shall be sent by certified mail.

ARTICLE II MEMBERSHIP IN NEORIDE

SECTION 1. MEMBERS: Members of NEORide shall include the Cooperative Parties and any other political subdivision admitted as a Member pursuant to the terms of the Establishing Agreement.

SECTION 2. ADDITIONAL MEMBERS: Any political subdivision located in the State of Ohio, or any other state to the extent that laws of such other state permit membership, may apply for membership in NEORide in accordance with the Establishing Agreement and mutually agreed upon initial fiscal contribution under Section 7.2 of said agreement. The Governing Board of NEORide shall meet and shall take action to admit or decline to admit the applicant as a Member of NEORide.

SECTION 3. ACTION BY MEMBERS: Any action to be taken by NEORide that requires the authorization, approval or ratification of the Members shall be taken only with the affirmative vote of a majority of the Members. Each Member shall as to such matter have one vote, which vote shall be exercised by such Member's legislative authority. The Governing Board may make recommendations to the NEORide Members as to matters to be considered for approval by the Members.

SECTION 4. REMOVAL OF MEMBERS If a Members fails to pay its financial commitments to NEORide when due, then such Member may be removed by a majority vote of the remaining members of the Governing Board.

ARTICLE III GOVERNING BOARD

SECTION 1. GOVERNING BOARD: There shall exist a Governing Board whose purpose it shall be to consider matters relating to the membership and operation of NEORide. The powers of NEORide shall be exercised by and under the direction of the Governing Board.

SECTION 2. MEMBERS OF THE GOVERNING BOARD: Each Member shall designate, by appropriate action of its legislative authority, from time to time, a Representative, who shall act as a member of the Governing Board. Any Member may designate one or more alternative Representatives to represent such Member on the Governing Board from time to time through an appropriate action of its legislative authority.

SECTION 3. RESIGNATION AND REMOVAL: Any member of the Governing Board may resign at any time by giving written notice thereof to the secretary of the Governing Board. A Representative of the Governing Board may be removed at any time by action of the legislative authority of the Member designating such Representative.

SECTION 4. VACANCIES: Any vacancy occurring in the Governing Board shall be filled from time to time by the Member whose Representative has resigned or been removed.

SECTION 5. LIMITATION CLAUSE: The Governing Board shall have no authority to do or perform any act and thing which is reserved to the Members in the Establishing Agreement or under Ohio law.

ARTICLE IV MEETINGS OF THE GOVERNING BOARD

SECTION 1. REGULAR MEETINGS: Regular meetings of the Governing Board shall be held not less than three times each year at a time and place designated by the Chairman of the Governing Board.

SECTION 2. SPECIAL MEETINGS: Special meetings of the Governing Board may be called by the Chairman of the Governing Board or by a majority of the members of the Governing Board in a writing delivered to the secretary of the Governing Board. The person or persons calling the meeting shall specify the place, time and purpose for such meeting.

SECTION 3. LOCATION OF MEETING: Meetings of the Governing Board shall be held at any place located within the territory of the Members.

SECTION 4. NOTICE OF MEETING: Written notice of the time and place of each regular and special meeting of the Governing Board shall be given to each Representative of the Governing Board by personal delivery, facsimile or e-mail transmission or by regular mail at least five days before the meeting, which notice, in the case of a regular meeting, need not specify the purpose of the meeting. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. The attendance of a Representative at a Governing Board meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. QUORUM: A majority of the members of the Governing Board is necessary to constitute a quorum for a meeting of the Governing Board. The act of a majority of the members of the Governing Board present at a meeting at which a quorum is present is the act of the Governing Board.

SECTION 6. VOTING: Each Representative on the Governing Board shall be entitled to one vote on any matter coming before the Governing Board for vote or action.

SECTION 7. COMPENSATION AND EXPENSES: Representatives on the Governing Board shall not receive any compensation for their service.

SECTION 8. PUBLIC MEETINGS: The Governing Board of NEORide hereby adopts the public meetings policy set forth in Exhibit A attached hereto as required by Section 121.22 of the Ohio Revised Code.

ARTICLE V COMMITTEES OF GOVERNING BOARD

SECTION 1. COMMITTEES: The Governing Board by action may designate such committees which shall have and may exercise such powers as shall be conferred or authorized

from time to time by the Governing Board. The Governing Board, by affirmative vote, shall have power at any time to change the powers and members of any such committees, to fill vacancies, and to dispose of any such committee.

SECTION 2. ACTION BY COMMITTEES: A majority of the members of any committee may determine its actions and fix the time and place of its meetings unless the Governing Board shall otherwise provide.

ARTICLE VI OFFICERS OF GOVERNING BOARD

SECTION 1. OFFICERS: The officers of the Governing Board shall consist of a Chairman, a Vice Chairman and a Secretary-Treasurer and such other officers and assistant officers as the Governing Board may deem necessary, each of whom may be designated by such other titles as may be provided in an action of the Governing Board. The officers of the Governing Board shall each be elected from among the members of the Governing Board.

SECTION 2. ELECTION AND TERM OF OFFICE: The officers of the Governing Board shall be elected annually by the Governing Board at the first regular meeting after the beginning of a new fiscal year. Each officer shall hold office for a term of one year, or until his successor shall have been duly elected and accepted office, or until his death, resignation or removal in the manner hereinafter provided.

SECTION 3. REMOVAL: Any officer may be removed at any time by the Governing Board by a vote of a majority of the members of the Governing Board.

SECTION 4. VACANCIES: A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the Governing Board.

SECTION 5. CHAIRMAN: The Chairman of the Governing Board shall preside at all meetings of the Governing Board. The Chairman shall have general overall supervision of all of the business and affairs of the Governing Board.

SECTION 6. VICE CHAIRMAN: In the absence of the Chairman or the inability or refusal of the Chairman to act, the Vice Chairman shall perform the duties of the Chairman, and otherwise the Vice Chairman shall perform duties as may be prescribed by the Governing Board from time to time.

SECTION 7. SECRETARY-TREASURER: The Secretary-Treasurer shall, subject to the direction of the Governing Board, keep or cause to be kept the minutes of the meetings of the Governing Board; assure that minutes of all meetings of committees of the Governing Board are prepared and filed with the records of the Governing Board; assure that minutes of all notices are given in accordance with the provisions of these Bylaws or as required by the Cooperative Agreement; be custodian of the records of the Governing Board; and in general perform all duties as may be assigned to the Secretary-Treasurer by Governing Board from time to time.

ARTICLE VII ANNUAL BUDGET

SECTION 1. ANNUAL BUDGET: Annually the Governing Board shall consider and adopt an annual budget as prepared by the Fiscal Officer which maintains operations and expenditures within the budget.

SECTION 2. BUDGET PROCESS: The Governing Board shall provide, or cause to be provided, budget procedures and shall maintain supervision over budget controls. The Governing Board shall adopt the annual budget for the upcoming year, prior to the last day of NEORide's fiscal year.

SECTION 3. PAYMENTS: The Governing Board shall determine the time and the amount of all payments from Members and Former Members.

ARTICLE VIII AMENDMENTS

SECTION 1. AMENDMENTS: These Bylaws may be amended or they may be repealed and new Bylaws adopted by a majority vote of the legislative authorities of the Members upon the recommendation of the Governing Board.

ARTICLE IX TERMINATION

SECTION 1. TERMINATION: If and when determined by a majority vote of the Governing Board that the purposes of NEORide are not being fulfilled, that the continuation of NEORide is impractical, unnecessary, or contrary to law, NEORide shall be terminated. In the event of termination, all assets of NEORide must first be used to pay all debts and legal obligations of NEORide. All assets remaining after the satisfaction of all legal obligations shall be distributed to the then current Members on a pro-rata basis as determined by their membership dues or contributions to NEORide. No Member shall be liable for any debt or obligation of NEORide.

EXHIBIT A

Section 1: Deliberations

Ohio Revised Code Section 121.22(A) states that “This section shall be liberally construed to require public officials to take official action and to conduct all deliberations upon official business only in open meetings unless the subject matter is specifically excepted by law.” This provision, which includes all deliberations rather than just final decisions is difficult to fully specify in law but should be considered a major guiding principle concerning public meetings. It clearly requires that deliberations upon official business not occur at private meetings, even if a quorum of the Council or of a particular committee is not present. However, there is also a proper place in government for research, consultation, identification of alternatives, personal reflection, and informal discussion outside of public meetings.

Section 2: Definitions

“**Deliberations**” are defined as the process of choosing among alternatives for official action by the Governing Board.

“**Executive Session**” means a meeting of the Governing Board or any committee that is not open to the public.

“**Public meeting**” means any prearranged discussion of official business relating to NEORide which is open to the public and for which the public notice and other requirements of this ordinance and Section 121.22 of the Ohio Revised Code have been met.

Section 3. State Law to Control

All provisions of Ohio Revised Code Section 121.22 and all other provision of general law related to open, public meetings shall apply to the conduct of NEORide. All provisions of this ordinance shall be construed only in ways that are consistent with general law.

Section 4: Open Meetings

(a) Open Meetings Required. All meetings conducted by any public body at which official action is considered or deliberations upon official business takes place shall be open to the public.

(b) Executive Session. Notwithstanding the foregoing, any public body may conduct an Executive Session, provided that all of the requirements of Ohio Revised Code Section 121.22, as amended, are met. An Executive Session may be conducted solely to discuss but not act upon any of the matters set forth in Ohio Revised Code Section 121.22 (G), as amended, and no other matters may be discussed or acted upon.

Prior to conducting an Executive Session, the public body shall, at a public meeting of that body, adopt a motion to go into Executive Session, stating the specific matter(s) to be discussed and stating that no other matters shall be discussed. The motion shall be approved by a majority of members present, by roll call vote, with a quorum being present. The agenda

for the meeting at which an executive session is to be conducted shall state the intent to conduct an executive session and name the matter(s) to be discussed.

Section 5: Notice Requirements

(a) Schedule of Governing Board and Committee Meetings. The Fiscal Officer shall post on NEORide's website and make available to the public a list of the dates, times, and locations of the meetings of the Governing Board and any committees thereof.

(b) Publication of Notice and Agenda for Meetings. Not later than the close of business on the second business day prior to each Governing Board or committee meeting, the Fiscal Officer shall post the meeting notice and agenda for the meeting and supporting information from the packets of information prepared on NEORide's website.

(c) Emergency Meetings. The Governing Board, its committees, and other public bodies may conduct emergency or special meetings with less notice than that specified in Section 5(b) of this policy. Such meetings shall be publicized in the same way as other meetings of the same public body and the meeting notice and agenda shall also be sent to news media organizations who have requested this information. A meeting may be held with less than twenty-four (24) hours' notice only when (A) there is an emergency that requires immediate official action, (B) the notice and agenda for the meeting state the nature of the emergency, and (C) matters related to the emergency are the only matters discussed at the meeting.

(d) Minutes. Minutes shall be kept at all public meetings and maintained as public records. Minutes of all meetings shall be available to the public and posted on the appropriate page of NEORide website when approved by the Governing Board. The minutes of all public meetings shall include the following:

the name of the organization conducting the meeting;

that location, date, and time that the meeting started and the time that the meeting adjourned;

a presentation of the events of the meeting that included all matters discussed and all actions taken, including amendments and procedural actions;

a summary of all votes taken, including a description of the question that was considered, the results of the vote, and the vote of each member.

(e) Advance Notice Available to News Media. The Fiscal Officer shall provide to any news organization, upon request, information including the date, time, location, and agenda of any special or emergency meeting of that public body. The Fiscal Officer shall establish a procedure, consistent with Section 121.22 of the Ohio Revised Code, for news media to apply to receive this information on an ongoing basis.