

CODE OF REGULATIONS
OF
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

(Revised as of December 11, 2009)

TABLE OF CONTENTS

		<u>Page</u>
ARTICLE I	NAME AND MISSION	1
Section 1.1	Name	1
Section 1.2	Mission	1
ARTICLE II	POWERS OF AGENCY	1
Section 2.1	Powers of Agency.....	1
ARTICLE III	MEMBERS.....	2
Section 3.1	Counties	2
Section 3.2	Cities, Villages, and Townships	2
Section 3.3	Regional Governmental Authorities and Districts.....	2
Section 3.4	Membership Dues	2
Section 3.5	Suspension of Membership.....	2
ARTICLE IV	GOVERNING BOARD	3
Section 4.1	Duties of Governing Board.....	3
Section 4.2	Composition; Alternates; Term	3
Section 4.3	Officers; Election; Qualification; Term of Office; Resignation	6
Section 4.4	Vacancies	7
Section 4.5	Removal	7
Section 4.6	Compensation of Board Members	7
ARTICLE V	ORGANIZATION OF GOVERNING BOARD	7
Section 5.1	Regular Meetings.....	7
Section 5.2	Special Meetings.....	7
Section 5.3	Notice of Meetings	7
Section 5.4	Presiding Officer.....	7
Section 5.5	Ratification; Action Without a Meeting	8
Section 5.6	Quorum	8
Section 5.7	Public Meetings	8
ARTICLE VI	COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES	8
Section 6.1	Establishment of Committees, Subcommittees, Advisory Councils and Task Forces.....	8

Page

Section 6.2	Executive Committee.....	8
Section 6.3	Nominating Committee.....	9
Section 6.4	Standing Committees.....	9
Section 6.5	Citizen Participation	13
ARTICLE VII	AGENCY STAFF	13
Section 7.1	Executive Director	13
Section 7.2	Powers and Duties of Executive Director.....	13
Section 7.3	Staff.....	13
ARTICLE VIII	INDEMNITY	14
Section 8.1	In General	14
Section 8.2	Indemnification Against Expenses	14
Section 8.3	Procedure	14
Section 8.4	Prior Payment	15
Section 8.5	Non-Exclusive	15
ARTICLE IX	AMENDMENTS	15
ARTICLE X	MISCELLANEOUS	15
Section 10.1	Checks and Notes	15
Section 10.2	Seal	15
Section 10.3	Notices	15
Section 10.4	Waiver of Notice.....	15
Section 10.5	Captions	16
APPENDIX I	COMMITTEES, SUBCOMMITTEES, ADVISORY COMMITTEE AND TASK FORCES	16

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

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

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 organization (MPO) for transportation planning; (ii) the federal designated areawide water quality management planning agency for the five- county 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 Governing Board,

for limited environmental management and transportation planning assistance to waste management districts, health districts, soil and water conservation districts and planning commissions as well as to member communities and provide information to members and other public and private organizations and the general public within guidelines established by the Governing Board.

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 Board of Commissioners, 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, 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 Boards of Commissioners for the five counties that have created the Agency. Basic dues to support operations of the Agency shall be apportioned by population figures established by the U.S. Bureau of Census and members within each county shall pay their respective share according to the plan each Board of Commissioners determines. Basic dues may be increased or decreased by the Governing Board 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 Governing Board and may provide for curtailment of voting authority or services and for such other penalties as the Governing Board may direct in each case. Notice of any member's eligibility for suspension shall be given at regular intervals to the Governing Board and in writing to the member's chief executive officer.

ARTICLE IV

GOVERNING BOARD

Section 4.1 Duties of Governing Board. The business of the Agency shall be managed by the Governing Board. The Governing Board shall exercise all powers of the Agency which are not otherwise required to be exercised by Agency Members.

Section 4.2 Composition; Alternates; Term. The Governing Board 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. Board positions shall be granted based on requirements of this section and individual Board members shall be specified annually at the first meeting. The Board of Commissioners within each County shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County 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.

	<u>Votes</u>
(a) <u>Cuyahoga County</u>	
(i) County Commissioners	
(A) County Commissioner	1
(B) County Commissioner	1
(C) County Commissioner	1
(ii) Other Elected Official	
(A) County Engineer	1
(iii) Regional Authorities	
(A) Northeast Ohio Regional Sewer District	1
(B) Greater Cleveland Regional Transit Authority	1
(C) Cleveland-Cuyahoga County Port Authority	<u>1</u>
TOTAL	7
(iv) 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	$\frac{1}{1}$
		TOTAL	11
	(v)	City of Cleveland	
	(A)	Mayor	1
	(B)	Public Service Director	1
	(C)	Council Member	1
	(D)	Council Member	1
	(E)	Council Member	1
	(F)	City Planning Director	$\frac{1}{6}$
		TOTAL	6
(b)		<u>Geauga County</u>	
	(i)	County Commissioner	1
	(ii)	County Commissioner	1
	(iii)	County Commissioner	$\frac{1}{3}$
		TOTAL	3
(c)		<u>Lake County</u>	
	(i)	County Commissioner	1
	(ii)	County Commissioner	1
	(iii)	County Commissioner	1
	(iv)	County Engineer	1
	(v)	Municipal Representative	$\frac{1}{5}$
		TOTAL	5
(d)		<u>Lorain County</u>	
	(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)	Townships Representative	$\frac{1}{7}$
		TOTAL	7

(e)	<u>Medina County</u>	
(i)	County Commissioner	1
(ii)	County Commissioner (Municipal Representative)	1
(iii)	County Commissioner (Township Representative)	1
(iv)	County Engineer	<u>1</u>
	TOTAL	4
(f)	State of Ohio	
(i)	Department of Transportation (appointment to be made by ODOT Director)	<u>1</u>
	TOTAL	44

(g) Pursuant to contracts approved by the Governing Board, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Governing Board 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 Governing Board may approve by regulation adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Governing Board 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 Governing Board 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) Each person who is a member of the Governing Board 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 Board. Each alternate shall be considered a Board member with respect to all actions taken in capacity as an alternate, including any duties as an officer or 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 a member of the Governing Board may revoke or modify the designation at any time in writing and submit it to the Governing Board.

(j) Each person who is a member of the Governing Board by virtue of position as a commissioner of the Board of Commissioners of a county within the five county area may elect to vote by written proxy on any matter submitted to the Board. This proxy shall be submitted to and delivered by a county commissioner of the same county as the commissioner exercising voting rights. The issuance of a proxy shall not affect weighted voting rights. Alternates are specifically precluded from exercising such proxy rights for a commissioner.

(k) Each person who is a member of the Governing Board 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 Governing Board. The successor of such member shall be designated in the same manner as the vacating member was selected.

(l) The Governing Board 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.

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

(a) At the first meeting in January each year the Governing Board shall elect a President, First Vice President, Secretary and Treasurer. The Governing Board 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 Governing Board 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 Governing Board.

(c) The Governing Board 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 Governing Board 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 Governing Board 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 Governing Board. 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 Governing Board.

(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 Governing Board or President.

(h) Secretary. The Secretary shall give notice of all meetings of the Governing Board and shall perform such other duties prescribed by the Governing Board 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 Governing Board, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or an 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 Governing Board. The Treasurer shall disburse funds as directed by the Governing Board, taking proper vouchers for such disbursements, and shall give the President and other members of the Governing Board a periodic accounting of all transactions and the financial condition of the Agency. The Treasurer shall perform such other duties prescribed by the Governing Board 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 Governing Board, 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 Governing Board 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 Governing Board 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 Governing Board 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 Governing Board 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 Governing Board. The Agency considers attendance at meetings of the Governing Board 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 Governing Board.

ARTICLE V

ORGANIZATION OF GOVERNING BOARD

Section 5.1 Regular Meetings. Regular meetings of the Governing Board 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 Governing Board 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 Governing Board. 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, 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, by email, by fax or by telephone.

Section 5.4 Presiding Officer. Meetings of the Governing Board 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: Action Without a Meeting. The Governing Board, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of the Agency. Any action normally taken at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all members of the Governing Board and if such action without a meeting is otherwise not prohibited by applicable law.

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 Governing Board. Any member of the Governing Board who has a personal or financial interest in a contract or transaction which is before the Governing Board, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Governing Board, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board. Such interested member, however, shall not participate in any discussions of the Board with respect to that matter and shall not vote on such matters.

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

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 Governing Board 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 Governing Board relating to specific issues or technical areas of transportation or environmental matters. Unless the Governing Board 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 Governing Board 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 Executive Committee. The Executive Committee shall provide advice to the Executive Director and staff between Board meetings and shall carry out responsibilities delegated to it by the Governing Board until the next Board meeting. When it acts the Executive Committee shall act as the Governing Board. The Executive Committee shall keep regular minutes of its proceedings and report to the Governing Board 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 Governing Board and Mayor of the largest city in the five county region. Executive Committee membership shall also include at least one member of the Board of Commissioners of each county. The mayor 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 6.3 Nominating Committee. By November 15 of each year with approval of the Governing Board, the President shall designate members of a Nominating Committee. The Nominating Committee shall consist of one representative of each of the five counties and a representative of the largest city in the five county region. The Nominating Committee shall have power to nominate the officers of the Governing Board for the next year and conduct the election provided for in Section 4.3(a).

Section 6.4 Standing Committees.

(a) **Purpose.** A Standing Committee shall provide advice and policy recommendations to the Governing Board 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 Governing Board. Each Standing Committee shall keep regular minutes of its proceedings and report to the Governing Board.

(b) **Membership.** Unless otherwise specifically set forth, Committee members shall be appointed by the President of the Governing Board with approval of a majority of Board members present and voting. Each Standing Committee shall include at least one Governing Board member from each of the five counties and the City of Cleveland. 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 set forth in subsection (e) herein by nominating additional members to the Governing Board; 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 Standing Committees.**

(1) **Meetings.** Standing Committees shall hold regular meetings as necessary at a time and place to be determined and shall publish a calendar. 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) unless waived by a majority of members.

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

(3) **Alternates.** Members of a Standing Committee may appoint an alternate to represent them in their absence by submitting the name of the person in writing to the committee Chair. The alternate of a member shall be entitled to vote at any committee meeting in the absence of the member.

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

(5) **By-Laws.** Meetings of the Governing Board and any standing committee shall be conducted according to *Robert's Rules of Order*.

(6) Subcommittees. The Chair of a Standing Committee and President of the Governing Board may jointly establish special subcommittees of a Standing Committee to explore problems requiring specific technical skills. The Executive Director or designee shall serve as an ex officio member of all subcommittees.

(7) 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.

(d) Powers and Authority of Standing Committees.

(1) Environmental Advisory Committee (EAC). The Environmental Advisory Committee shall provide advice and policy recommendations to the Governing Board with regard to environmental planning powers of the Agency.

(A) Membership. The Environmental Advisory Committee shall consist of a minimum of five members of the Governing Board with at least one Board member from jurisdictions within each member County and at a minimum shall also include one representative elected annually by the Environmental Health Directors of the County Health Agencies, at least one of the Sanitary Engineers of the five counties, and one elected annually by local air pollution agencies within the NOACA area; a representative of the Northeast Ohio Regional Sewer District; City of Cleveland Health Director or Environmental Health Commissioner; the Governing Board representative designated as Chair of the Standing Committee and the chairs of any Subcommittees; and the Ohio EPA Northeast District Office chief, who shall be a non-voting member. Members shall be appointed by the President of the Governing Board with approval of a majority of the Board members present and voting.

(B) Functions. Functions of the Environmental Advisory Committee shall include the following:

(1) Providing advice and policy recommendations on environmental issues or projects;

(2) Assisting the Governing Board and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;

(3) Assisting the Governing Board and Agency staff in environmental work program development; and

(4) Serving in such other capacities as the Governing Board may determine.

(C) Subcommittees. The following Subcommittees of the Environmental Advisory Committee shall each consist of a minimum of seven members, including at least three Governing Board members from different counties and at least four from local agencies with management or planning responsibilities for the specific issue area.

(1) The Water Quality Subcommittee shall provide advice and policy recommendations to the Governing Board with regard to water quality management planning powers of the agency.

(2) The Air Quality Subcommittee shall provide advice and policy recommendations to the Governing Board with regard to air quality planning powers of the agency.

(2) **Transportation Advisory Committee (TAC)**. The TAC shall provide advice and policy recommendations with regard to transportation matters affecting the Planning Area.

(A) **Membership**. The TAC shall consist of:

(1) The County Engineer and Planning Director of each member County (10).

(2) 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).

(3) The General Managers of transit authorities/agencies from each member County (5).

(4) The Deputy Directors of the Ohio Department of Transportation, Districts 3 and 12 (2).

(5) The Ohio Environmental Protection Agency, Regional Office (1).

(6) Five members representing the Chamber of Commerce (or equivalent organization) of each member county, appointed by the President of the Governing Board upon consultation with the Boards of Commissioners of each county, with approval of a majority of Board members present and voting (5).

(7) Eleven members of the Governing Board: one from each member County and six other Governing Board members, appointed by the President of the Governing Board with approval of a majority of Board members present and voting (11).

(8) 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.

(B) **Functions**. The functions of the Transportation Advisory Committee shall include the following:

(1) Assisting the Governing Board and Agency staff in developing short and long-range plans and programs for the Planning Area, in accordance with federal and state law;

(2) 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;

(3) Serving in such other capacities as the Governing Board may determine.

(C) **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:

- (1) Current TAC chair, or designee. (1)
- (2) County Engineer of each member County. (5)
- (3) Three Cuyahoga County TAC members, selected by Cuyahoga County Commissioners. (3)
- (4) Two City of Cleveland TAC members, selected by the City of Cleveland. (2)
- (5) The Greater Cleveland Regional Transit Authority. (1)
- (6) LAKETRAN (1)
- (7) Lorain County Transit (1)
- (8) The Ohio Department of Transportation, Districts 3 and 12. (2)

(D) Advisory Councils. The Chair of the Transportation Advisory Committee may establish Advisory Councils deemed necessary with approval of the President of the Governing Board. The purpose of such councils shall be to provide advice and recommendations to the TAC and its subcommittees relating to specific issues or technical areas of transportation matters on an ongoing basis. At the time of its formation an Advisory Council shall create a written statement of purpose to be distributed to the TAC for review and comment.

TAC Advisory Councils shall consist of individuals with sufficient expertise in order to contribute to the mission and functional activities of the Council. Chair of the TAC shall appoint members of the Advisory Councils with approval of the TAC. To the extent possible, Advisory Councils shall include members from each of the five member counties and the City of Cleveland; Chair of the TAC shall appoint the Chair of the Advisory Council, who shall be a voting member of the TAC. Chair of the TAC may designate individuals who are not Governing Board or TAC members to participate on an Advisory Council.

(E) Task Forces. Chair of the Transportation Advisory Committee may establish Task Forces deemed necessary with approval of the President of the Governing Board. The purpose of such Task Forces shall be to provide advice and recommendations to the TAC and its subcommittees relating to specific issues or technical areas of transportation matters within a designated time. At the time of its formation a Task Force shall create a written statement of purpose to be distributed to the TAC for review and comment.

TAC Task Forces shall consist of individuals with sufficient expertise in order to contribute to the mission and functional activities of the Task Force. Chair of the TAC shall appoint members of the Task Force with approval of the TAC. To the extent possible, Task Forces shall include members from each of the five counties and the City of Cleveland. Chair of the TAC shall appoint Chair of the Task Force, who shall be a voting member of the TAC. Chair of the TAC may designate individuals who are not Governing Board or TAC members to participate on a Task Force.

(3) Planning Advisory Committee (PAC). The Planning Advisory Committee shall provide technical advice and recommendations in the area of comprehensive planning to the Governing Board.

(A) Membership. The Planning Advisory Committee at a minimum shall consist of the Executive Directors of the Regional or County Planning Commissions in the NOACA area and the City Planning Director of the largest city in the NOACA area.

(B) Functions. The functions of the Planning Advisory Committee shall include the following:

(1) As its principal function assist the Agency and its members in development of comprehensive, areawide plans in the areas of transportation and wastewater management 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.

(4) **Other Committees.** The Governing Board may create by resolution adopted by a majority of the Board present and voting, other committees which shall exercise authority granted to such committee by the Governing Board, but the work of any such committee shall not be effective until approved by the Board.

Section 6.5 Citizen Participation. The Governing Board 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.

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 Governing Board.

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 Overall Work Program (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 positions not included in the annually approved OWP, the Executive Director shall notify the Executive Committee which must approve the new position prior to initiating the hiring process to ensure conformity with 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 Governing Board 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 Governing Board and Executive Committee to fulfill responsibilities of the Agency;

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

(c) Provide assistance necessary to organize meetings of the Governing Board, 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 Governing Board 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 Governing Board 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, 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 matter 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 Procedure. Any indemnification under Sections 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 Governing Board 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 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 Governing Board 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 inure 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 Governing Board. However, any matters relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written approval of a majority of each of the Boards of County Commissioners 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 demands 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 Governing Board.

Section 10.2 Seal. The Governing Board 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 Notices. Whenever notice is required to be given to any person it may be given to such person

either personally or by sending a copy through the mail or similar modern method, to the address 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 this 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 COMMITTEE AND TASK FORCES

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 Stakeholders Tech Experts	Permanent	President with Board Consent	Recommend to Board	Code or Gov Board
Subcommittee	Tech ongoing advice to standing committee	Standing Committee members or per Code	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 or with special expertise	Permanent or temporary	Pres or Chair of standing Committee with President, unless otherwise stated in Code	Recommend to standing committee or Board	Chair Standing Committee & Pres jointly or Code
Task Force*	Oversees special study Or report	Board members Standing Committee Subcommittee or individuals With special expertise	Temporary	Pres/Chair Standing Committee jointly or Pres or Code	Recommend to Standing Committee or Board	Chair Standing Committee & President jointly or President or Code

* Written statement of purpose needed.