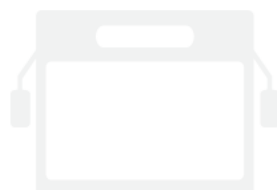


CODE OF REGULATIONS REVISION – ARTICLE IX: RATIFICATION

**Board of Directors
December 12, 2025**



INTRODUCTION



ACTION REQUESTED

No action is required. This item is for information and discussion.

PREVIOUS ACTION

At special meetings on October 24 and November 14, the Governance Committee recommended changes to Article IX of the Code regarding ratification.

BACKGROUND

- Following discussion at June Board meeting, Governance Committee meet to review the Board's current membership and possible changes as well as ratification requirements of any changes
 - Article IX regarding Amendments requires changes to Article IV to be ratified by each County
- Discussion around how changes to Board membership could be approved and take effect more timely and efficiently, as well as allow greater flexibility and control by NOACA's primary members

BACKGROUND

- Oct. 24 meeting: motion passed to amend Code remove requirement from Article IX
- Nov. 14 meeting: narrowed the scope of the amendment and recommended to Board
 - Exception to ratification in Article IV limited to the list of members in Section 4.2

PROPOSED CHANGE

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This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors.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relating to Article IV of this Code of Regulations, except for Section 4.2(c) through (h), shall be altered, amended or repealed only upon written approval of each County of the NOACA area.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.

NEXT STEPS

This item will be presented for action at the special Board meeting on January 9, 2026, to satisfy the requirements of Article IX of the Code of Regulations regarding Amendments

- allows the Board to take action on Code amendments at a meeting only when notice of such action occurs at the immediately preceding regular meeting or at a special meeting called for that purpose.



NOACA

Northeast Ohio Areawide Coordinating Agency

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.