

BY-LAWS



73 Progress Drive

Waverly, Ohio 45690-1196

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TABLE OF CONTENTS

Section 1 – Title, Organization and Region	Page 2
Section 2 – Commission	Page 2-5
Section 3 – Commission Membership.....	Page 5-7
Section 4 – Officers	Page 7-9
Section 5 – Executive Committee	Page 9-11
Section 6 – Finance Committee	Page 12
Section 7 – Loan Review Committee	Page 12-13
Section 8 – Minority Caucus	Page 13-14
Section 9 – Nominating Committee	Page 14
Section 10 – Personnel Committee	Page 15
Section 11 – Comprehensive Economic Development Strategy Committee.....	Page 16
Section 12 – Project Review Committee	Page 16-17
Section 13 – Transportation Committee	Page 17
Section 14 – Standing and Special Committees	Page 18
Section 15 -- Services	Page 18-19
Section 16– Travel Authorization and Compensation	Page 19
Section 17 – Bylaw Amendment Procedures	Page 20
Section 18 – Statutes and Severance Clause	Page 20
Section 19 – Withdrawal	Page 20
Section 20 – Time of Taking Effect	Page 21
Section 21 – Dissolution of Commission.....	Page 21
Section 22 – Interpretation	Page 21-22

SECTION 1 – TITLE, ORGANIZATION and REGION

1.01 – Title

The title of the organization shall be Ohio Valley Regional Development Commission (hereinafter referred to as “OVRDC” and “the Commission”).)

1.02 – Organization

OVRDC is hereby created as a public regional planning commission established by agreement among its members pursuant to Section 713.21 of the Ohio Revised Code, as amended.

1.03 – The Region

The Region, for which OVRDC shall function as an US Department of Commerce Economic Development Administration (EDA) Economic Development District, consists of all of Adams, Brown, Clermont, Fayette, Gallia, Highland, Jackson, Lawrence, Pike, Ross, Scioto and Vinton Counties, including the incorporated areas therein.

The Region, for which OVRDC shall function as an Appalachian Regional Commission (ARC) Local Development District consists of all of Adams, Brown, Clermont, Gallia, Highland, Jackson, Lawrence, Pike, Ross, Scioto and Vinton Counties, including the incorporated areas therein.

The Region for which OVRDC shall function as a Regional Planning Commission is all of the State of Ohio Region 7 (Adams, Brown, Gallia, Highland Jackson, Lawrence, Pike, Ross, Scioto and Vinton Counties, including the incorporated areas therein.)

In addition, OVRDC shall function as a Regional Planning Commission for Clermont County and its incorporated areas, a part of the State of Ohio Region 5 and Fayette County and its incorporated areas, a part of the State of Ohio Region 1; however, these counties will participate as voting members of OVRDC in all Economic Development and Local Development District matters, but not in matters of concern to the State of Ohio Region 7 exclusively.

SECTION 2 – COMMISSION

2.01 – Powers and Duties

1. Review and make recommendations regarding the application for expenditure of State and Federal funds involving a political subdivision or in projects having regional investment significance.
2. Promote, advise and assist on comprehensive planning at the municipal, township, county, multi-county and regional level, including infrastructure and capital improvements, including, but not limited to, water and sewage facilities, access roads, and highways.
3. Conceive, advise or undertake the promotion and implementation of regional planning and demonstration programs.

4. Assist in making application and in securing funds, as well as the administration of programs, to implement local and regional development projects and programs where requested, consistent with OVRDC goals and policies.
5. Undertake general and detailed studies of physical, environmental, social, economic, and government functions and services as they bear upon the economic development of the Region and the well-being of its citizens.
6. Study, analyze and relate information concerning the investment and development policies and regulations of local, state, and federal governments in order to maximize their economic impact upon the economy of the Region.
7. Serve as a regional data collection and coordinated information center for census and related data for the residents of the development Region and their elected officials at the local, state, and federal level.
8. Serve the private sector of Ohio's economy by providing information and technical assistance on the programs and investment policies of various governments and other general data on the Region in order that the private sector may plan reliably for its future operations; provide an information base for the effective guidance of public and private investors, administrators and legislators in the comprehensive planning and development of capital improvements, investments and programs.
9. Provide a central development information service for the compilation and dissemination of regional data, development information analyses, and relevant business data for use by federal, state, local government, private businesses, and the general public.
10. Prepare, advise and maintain an integrated development plan with a set of development policies for the Region and their relationship to other Regions, the State and the Nation.
11. May accept and use gifts, contributions, funds, grants or other articles of value from individuals, groups, companies, corporations, foundation and governments (Federal, State, Local) in discharging its responsibilities.
12. Apply for, accept and administer state and federal loan programs to private, for profit organizations, businesses, industries or projects consistent with the goals and objectives.

2.02 - Powers and Duties Defined

1. The powers and duties of OVRDC shall in no way be construed to alter or jeopardize the status of either local general purpose government planning and development boards, commissions, agencies, or entities of regional or county planning commissions established under Chapter 713 of the Ohio Revised Code whose geographic jurisdiction is less than that of the Region.
2. The overall authority of OVRDC shall not displace any existing municipal, county, or regional planning agency in the exercise of its statutory powers.

2.03 – Financial Provisions and Duties

1. Resolutions of support for maintaining OVRDC's General Fund Budget, for participating in the economic development activities of OVRDC, and for endorsing the Comprehensive Economic Development Strategy (CEDS) of OVRDC shall be submitted to the financially participating governmental bodies by June of each calendar year for approval, or as otherwise directed by state or federal funding agencies.
2. The allocations or appropriations shall be limited by and not exceed the budget as prepared by OVRDC.
3. OVRDC may accept, receive and expend funds, grants and services from the Federal Government or its agencies; from departments, agencies and instrumentalities of state or local government; or from private non-profit and civic sources and contract with respect thereto, and provide such information and reports as may be necessary to secure financial aid.
4. Upon receipt of any funds from participating units of local government, the Executive Director of OVRDC shall deposit said funds with the County Treasurer of the largest populated county within Region 7 (based upon the most recent decennial census). Said funds shall be deposited to the account of "Ohio Valley Regional Development Commission". The disbursement of funds on deposit with the County Treasurer shall be made by voucher, drawn on the County Auditor and signed by any two of the following: The Chairman, Vice-Chairman, Treasurer or Executive Director.

All other expenditures, disbursements, or commitments or contracts for expenditures or disbursements shall be authorized jointly by any two of the following: the Chairman, Vice-Chairman, Treasurer or Executive Director.

2.04 – Meetings

1. Two semi-annual Commission meetings shall be held each calendar year and unless otherwise directed by vote of the Commission membership, said meetings shall be held in the months of March and September at a time and place selected by the Chairman. The meeting in March will be for the election of officers, election of Executive Committee and for other organizational purposes.
2. Special meetings of the Commission may be called by the Chairman or by any three (3) Executive Committee members for any purpose. The Secretary shall mail or deliver written notice to each member of the Commission not less than five (5) workdays prior to each meeting. Notices of special meetings shall state the purpose for which such meetings are called.
3. The Chairman, under emergency conditions, will have the authority to call a special meeting within 48 hours of either the Executive Committee or Commission. If an emergency Commission meeting is called, it will be the responsibility of the Chairman and the Secretary to notify at least the Caucus Chairman of each county of such meetings. The Chairman will also have the authority in the event of inclement weather to poll

Executive Committee members by telephone on important issues and record results of said vote on an official ballot.

4. In order to officially conduct business, a quorum shall consist of representatives from six (6) or more member counties.

SECTION 3 – COMMISSION MEMBERSHIP

3.01 – Membership – County Caucus

The Commission Membership, as determined herein of each county, shall constitute the County Caucus. Each county's membership shall consist of the elected and non-elected representatives from each county as identified in Sections 3.02 and 3.03. These County Caucuses shall function as the basic local participation mechanism including initial formulation of all Commission plans, projects, goals and priorities. Representatives shall be selected annually before the March Commission meeting as nominees from each county for the Executive Committee.

3.02 – Local Government – Elected Representatives

1. Three (3) County Commissioners for each county within the Region or their designated representative.
- 2a. In counties with cities with a population over 5,000:
The Mayor of every city over 5,000 population within the Region based on the latest decennial census, or a designated representative. (In cities having no Mayor, the President or Chairman of Council or City Commission, or designated representative, shall serve.)
- 2b. In counties with no cities:
The Mayor of each village which is a county seat within the Region where such villages are under 5,000 population or a designated representative.
3. One elected official holding a county-wide position in a policy-making office from each county in the Region. This official, or a designated representative, shall be selected for membership on the Commission by the Board of County Commissioners for each county.
4. One township trustee from each member county within the Region which is either the Chief Officer of the County Township Trustee Association or a representative selected by the Caucus, or a designated representative.
5. One elected official from an incorporated community under 5,000 population from each member county. This representative should alternate annually among elected officials of the incorporated communities in each county. This person shall be chosen by the County Caucus.
6. Elected Members-At-Large (county or local level) shall be selected by agreement of the County Caucus members as follows:

Clermont, Ross, and Scioto.....Three (3) each
 Brown, Highland, and Lawrence Two (2) each
 Adams, Fayette, Gallia,
 Jackson, Pike & Vinton.....One (1) each

3.03 -- Local County Members – Non-Elected

1. The Executive Director of a Chamber of Commerce, or a private sector representative from any for-profit enterprise in the county who is a senior management official or executive holding a key decision-making position, or a designated representative of either. This representative shall be selected by the County Caucus.
2. The Chairman or Director of each Community Action Organization within the Region or a designated representative.
3. The Chairman or Executive Director of each County or County-Regional Planning Commission within the Region, or the Chairman or Executive Director of the County Economic and/or Community Development Office, or a designated representative of either.
4. Non-Elected Members-At-Large shall be selected as follows:
 - a. Each County Caucus shall select a minority member as determined by Federal Civil Rights guidelines to serve as its minority member-at-large.
 - b. Each County Caucus shall select one additional Member-At-Large, who shall represent a labor group, a post-secondary educational institution, or work force development group, and shall reside in the respective county.

3.04 – State Government

1. The Governor and Lieutenant Governor shall hold Ex-Officio Membership on the Full Commission.
2. State Representatives shall hold Ex-Officio Membership on the Commission, provided that at least one (1) county of their district(s) shall be within the Region served by OVRDC.
3. State Senators shall hold Ex-Officio Membership on the Commission, provided that at least one (1) county in their district(s) shall be within the area served by the OVRDC.
4. The Director of the Governor's Office of Appalachia and/or other designated Ohio Department of Development representative(s) shall hold Ex-Officio Membership on the Commission.
5. The Deputy Directors for Districts of the Ohio Department of Transportation (ODOT) within OVRDC counties or other representatives designated by the Deputy Director of ODOT shall hold Ex-Officio Membership on the Commission.

3.05 – Federal Government

1. Ohio Senators in the Congress shall hold Ex-Officio Membership on OVRDC.
2. Ohio Representatives in the Congress shall hold Ex-Officio Membership on OVRDC, providing that at least one (1) county of their district shall be within the area served by OVRDC.
3. The State Director of the Ohio USDA, Rural Development office or other representative designated by the State Director of Rural Development shall hold Ex-Officio Membership on the Commission.
4. The Regional Director of the Chicago Regional Office of the EDA or other representative designated by the Regional Director of EDA shall hold Ex-Officio Membership on the Commission.

3.06 – Designated Representatives

1. Any member of the Commission, whether Local Government-Elected (2.02) or Local County Members Non-Elected (3.03), may as necessary name a designated representative to attend OVRDC meetings, including Commission, Executive Committee and other committees.
2. The designated representative must represent the same organization or political subdivision as the original member.
3. Two types of designation are permitted: 1) designation by the appropriate County Caucus or Minority caucus, and 2) designation by the individual member.
4. A designated representative for any member may be named at the first organizational County Caucus or Minority Caucus meeting held in the calendar year at the written request of the member. The County or Minority Caucus must then approve such designation. Such designation shall be in effect for no longer than one year or until the first Caucus meeting held in the next calendar year.
5. Any Commission member may designate a proxy to attend specific meetings, which the member is unable to attend. This designation must be in writing and should be signed by the member. This written designation shall be submitted to the Executive Director or designee at the beginning of the meeting. Such designation shall be in effective for no longer than one month.

SECTION 4 – OFFICERS

4.01 – Officers, Responsibilities, Vacancies

1. The Commission officers shall be Chairman, Vice Chairman, Treasurer and Secretary. These officers, other than the Secretary, shall be nominated by the Nominating

Committee and elected by the Commission membership at the March Commission meeting annually. The Executive Director of OVRDC shall serve as Secretary.

2. The officers shall serve without pay, other than the Executive Director who serves as the Secretary.
3. The officers shall serve on the Executive Committee and Finance Committee.
4. The officers shall be elected and installed at the March Commission meeting each calendar year.
5. In the absence of the Chairman, the Vice Chairman shall preside at meetings. In the absence of both the Chairman and Vice Chairman, the Treasurer shall preside at meetings. In the absence of the Chairman, Vice Chairman and Treasurer, the Secretary shall preside at meetings.
6. In the event of a vacancy in the office of Chairman, the Vice Chairman shall assume this office, upon official notification to the Secretary of the vacancy. A vacancy in the office of Vice Chairman or Treasurer shall be filled by election of the Commission at its next regular or special meeting. When such a vacancy is reported to the Chairman, the Chairman may delegate the duties of these officers, with Executive Committee approval, until such time an election takes place. In the case where the Chairman and Vice Chairman are unable to perform their duties, a President Pro Tempore may be appointed.
7. The Executive Director and/or Secretary will serve as an Ex-officio member of any committee.

4.02 – Powers and Duties

1. Chairman
It shall be the duty of the Chairman to serve as the principal executive officer, to preside at all meetings, execute certain contracts and obligations and to perform such other duties, as the Commission shall direct. It shall be the Chairman's duty to see that the transaction of all business is in accordance with the law, these Bylaws, and rules of procedure. The Chairman shall be a member of all standing committees (except for the Nominating Committee, Comprehensive Economic Development Strategy (CEDS) Committee, the Loan Review Committee, Project Review Committee, and Transportation Committee) and shall perform all the duties as may be required or requested by the Commission and/or the Executive Committee. The Chairman shall have the authority to appoint special committees as is deemed necessary.
2. Vice Chairman
It shall be the duty of the Vice Chairman to perform all the duties of the Chairman in case of his/her absence or disability and such other duties as may be required or requested by the Chairman, Commission and/or the Executive Committee. The Vice Chairman shall also serve as the Chairman of the CEDS Committee.

3. Treasurer

It shall be the duty of the Treasurer to be the fiscal officer for OVRDC, shall oversee presentation of all budget and financial reports and will give regular financial reports to the Executive Committee and Commission membership. The Treasurer shall also serve as Chairman of the Finance Committee and shall perform such other duties in connection with the financial operation as may be requested by the Commission and/or the Executive Committee.

4. Secretary (Executive Director)

OVRDC shall appoint the Executive Director as Secretary. It shall be the duty of the Secretary to keep a full record of the proceedings of the Commission and other duties as directed. The Secretary shall forward copies of the meeting minutes of the Executive Committee and the Full Commission to each member. The Secretary shall be empowered to enter into certain contractual agreements on behalf of OVRDC with the approval of the Executive Committee. Prior to the hiring of the Executive Director, the Chairman shall appoint an Acting Secretary.

The Executive Director shall have charge of and manage the active business operations of OVRDC, shall supervise and control the work to be done by its employees, sign all reports and recommendations of OVRDC under the direction of the Commission or the Executive Committee, shall keep active accounts of all property, shall do and perform all other duties incidental to the office and such other duties as may be assigned or requested by the Commission, Executive Committee and/or officers, including but not limited to, executing written contracts and obligations of OVRDC and its revolving loan fund program.

SECTION 5 – EXECUTIVE COMMITTEE

5.01 – Membership

1. An Executive Committee shall be formed in order to coordinate the day-to-day operations.
2. The membership will be elected annually at the March Commission meeting and shall consist of the following:
 - a. All officers of the Commission shall serve on the Executive Committee. The Secretary, however, will serve as an Ex-Officio member.
 - b. An elected official representative shall be nominated annually by each County Caucus, who shall also serve as Caucus Chairman.
 - c. The Mayor or an elected representative from one city in each county in the OVRDC region having at least 5,000 population within the OVRDC region based on the latest decennial U.S. Census.

- d. A Minority representative, who shall be nominated by the Minority Caucus.
- e. A non-elected representative shall be nominated annually by each County Caucus.
- 3. Executive Committee representatives shall serve for a one-year term (April 1 to March 31) and shall be elected at the March Commission meeting each year when successors can be named or tenure extended to existing members.
- 4. In the event that a Caucus Chair or other member of the Executive Committee vacates the elected seat or official office in the county or city he or she represents, the Board of Commissioners or Mayor of the respective county or city may appoint an interim Caucus Chair or member to the Executive Committee to serve until the next meeting of the County Caucus, when a new Caucus Chair or Executive Committee member will be selected.
- 5. At the March Commission meeting, the membership shall elect members of the Executive Committee as nominated by the County Caucus membership of each county for the year from a slate to be presented by the Nominating Committee.
- 6. Each member shall serve until his successor is appointed (April 1 to March 31). Non-performance of duty, chronic lack of attendance at meetings, or other such cause may be considered valid reason for the replacement of members. In the event that the membership determines that a member originally appointed by another organization should be replaced for any of the above reasons, they shall request, in writing, that the original appointing organization replace the member with another qualified person.
- 7. The Executive Committee may appoint temporary special committees. Standing committees shall strive to have a nucleus of members from OVRDC (as described under Sections 3.02 and 3.03 of these Bylaws). Any number of additional Ex-Officio representatives may serve on the committees, at the discretion of each Committee Chairman, with the approval of the Executive Committee.

5.02 – Powers and Duties

- 1. All of the powers and duties of OVRDC, except as otherwise provided in the statutes of the State of Ohio, may be exercised by the Executive Committee, which shall serve as OVRDC's board of directors and governing body, but always subject to review and approval by the Commission. The Commission shall at all times be considered the policy-making body of OVRDC.
- 2. The Annual Budget shall be presented and approved by the Executive Committee by March of each calendar year.
- 3. The General Fund Budget shall be presented and approved by the Executive Committee by November of each calendar year.

4. All employee merit raises, promotions, cost of living increases or any other personnel adjustments, once approved by the Personnel Committee, shall be presented and approved by the Executive Committee.
5. The amendment, revision or addition of policies to *OVRDC Operations and Personnel Policies Manual* shall be authorized by the Personnel Committee and approved by the Executive Committee.
6. In the event that the position of Executive Director becomes vacant, it will be the responsibility of the Executive Committee to select a new Executive Director.
7. For the positions of Directors (except Executive), the Personnel Committee's recommendation of employment will be presented by the Executive Director to the Executive Committee at their next regular meeting for formal ratification. The Executive Committee will be notified of the selection of all other newly hired employees.
8. The Executive Committee, at the advice of the Personnel Committee, shall adopt a classification of jobs to be performed by employees of OVRDC. Such schedule shall establish the maximum number of jobs for each classification and appropriate wages or salary rates for each classification. Such job classification, upon its adoption, may be amended by the Executive Committee. No person shall be employed for a job or position if not within one of the job classifications without the prior approval of the Executive Committee.
9. The Executive Committee shall be informed by the Executive Director of any employee's employment outside of OVRDC.
10. The Executive Committee shall approve or disapprove all loans recommended by the OVRDC Loan Review Committee.
11. All recommendations by any Committee of OVRDC must be presented to the Executive Committee for final approval.

5.03– Meetings

The Executive Committee shall hold not less than six (6) meetings each calendar year and, unless otherwise directed by vote of the Full Commission, said meetings shall be generally held on the fourth Thursday of the month in which the meeting is called, at a time and place selected by the Chairman. The Executive Committee shall meet upon the call of the Chairman or in his absence upon the call of the Vice Chairman or Treasurer. The Secretary shall mail or deliver written notices of any meeting of the Executive Committee at least five (5) workdays prior to said meetings.

5.04 – Quorum

In order to officially conduct business, a quorum shall consist of representatives from seven (7) or more member counties.

SECTION 6 -- - FINANCE COMMITTEE

6.01 – Membership

The Chairman, Vice Chairman, and Treasurer shall constitute the Finance Committee. The Secretary shall be an Ex-officio member. The Treasurer shall serve as the Finance Committee Chairman.

6.02 – Powers and Duties

1. The Finance Committee shall review and approve the yearly financial audit.
2. The Finance Committee shall present the results of the yearly financial audit to the Executive Committee and the Commission.
3. The Finance Committee shall review and approve the Annual Budget on an annual basis and submit to the Executive Committee for review and approval.
4. The Finance Committee shall review the General Fund Budget on an annual basis and submit to the Executive Committee for review and approval.
5. The Finance Committee shall review and approve any proposed changes in the General Fund Budget's per capita base and rate and submit their recommendations to the Executive Committee.

6.03 – Meetings

The Finance Committee shall hold meetings as necessary at a time and place selected by the Treasurer, Executive Director or designee. Written meeting notices shall be mailed or delivered at least five (5) days prior to said meeting.

6.04 – Quorum

A quorum shall be a majority of members.

SECTION 7 – LOAN REVIEW COMMITTEE

7.01 – Membership

1. The committee will be composed of twelve individuals, one selected from each of the twelve counties included in the region. Each county representative shall be appointed by their respective caucus for said county and shall serve a one (1) year term without compensation and must represent at least one of the following areas:
 - a) The business community and/or community improvement corporation.
 - b) A financial institution.
 - c) Local government.

2. No more than five of the twelve members serving on the committee shall be from any one area of expertise listed above (at least six members of the Loan Review Committee shall have commercial loan experience and shall be from the private sector – e.g., business community or financial institution). In the event there is a conflict among the counties as to which area of expertise shall be filled by which county, said counties shall draw lots to determine which area of expertise a county shall fill. The Loan Review Committee will maintain a current list of its members which will include a brief statement of each member's commercial loan experience. Representation on the committee shall comply with all the federal civil rights and equal opportunity requirements.
3. In the event of a vacancy on the Loan Review Committee through resignation, death, disqualification or other cause, said vacancy shall be filled in the same manner which the original members were appointed.

7.02 – Powers and Duties

The Loan Review Committee

will be responsible for the following functions:

- a) Investment of all unobligated or recaptured loan funds in savings accounts, U.S. Treasury Securities, or similar investments, insured by agent of the federal government;
- b) Review, selection, and recommendation of loan applications;
- c) Review of guidelines, policies and procedures for the loan program;
- d) Selection of type of account or trust for loan payments;
- e) Review and monitoring of repayment of all existing loans on the books to ensure non-default and monitoring of goals to be achieved for existing loans (i.e. job creation, economic development, etc.)

7.03 – Meetings

The Loan Review Committee shall hold meetings as necessary at a time and place selected by the Executive Director or designee. Written meeting notice shall be mailed or delivered at least five (5) days prior to said meeting.

7.04 - Quorum

A quorum shall consist of a majority of the Loan Review Committee members.

SECTION 8 – MINORITY CAUCUS

8.01 – Membership

A Minority Caucus consisting of one (1) minority member selected by each County Caucus shall be established as per Section 3.03 and 3.07 of these By-Laws. In the event of a committee vacancy due to resignation, death, disqualification or other cause, said vacancy shall be filled in the same manner in which the original members were appointed.

If any member of the Minority Caucus misses more than three meetings, such as Commission meetings, County Caucus meetings, or Minority Caucus meetings, during any one calendar year,

said member shall be removed by their respective County Caucus and replaced with another qualifying minority member.

8.02 – Powers and Duties

The Minority Caucus is responsible for nominating a member from one of the twelve counties to serve on the Executive Committee. The Minority Caucus is also responsible for ensuring that the interests of and issues concerning the minority community in the OVRDC region are being considered by actions of the Commission. The Minority Caucus will also serve as the OVRDC Environmental Justice Committee for its Regional Transportation Planning Organization (RTPO) activities.

8.03 – Meetings

The Minority Caucus shall meet at least annually, prior to the March Commission meeting, in order to nominate a member to serve on the Executive Committee. This member shall meet the Federal definition of minority as set forth in U.S. Civil Rights legislation.

8.04 – Quorum

A quorum shall be a majority of the members.

SECTION 9 – NOMINATING COMMITTEE

9.01 – Membership

A Nominating Committee, consisting of five (5) Commission members, shall be appointed annually by the Chairman at the September Commission meeting.

In the event of a committee vacancy due to resignation, death, disqualification or other cause, said vacancy shall be filled in the same manner which the original members were appointed.

9.02 – Powers and Duties

The Nominating Committee shall meet and select a slate of officers (Chairman, Vice Chairman, and Treasurer), which shall be submitted to the Executive Committee for approval prior to the March meeting. If approved, the slate of officers will be submitted to each OVRDC member prior to the March Commission meeting when the election shall be held. The Nominating Committee shall also present an Executive Committee membership list of persons nominated by each County Caucus at the March Commission meeting.

9.03 – Meetings

The Nominating Committee shall meet prior to the March Commission meeting for purpose of recommending a slate of officers for the coming year.

9.04 – Quorum

A quorum shall be a majority of the members.

SECTION 10 – PERSONNEL COMMITTEE

10.01 – Membership

The Personnel Committee will be appointed and reviewed on an annual basis by the Chairman and shall consist of seven (7) Full Commission members, with the Executive Director as an Ex-officio member. One member shall be a minority representative from the Commission membership.

10.02 – Powers and Duties

1. The Personnel Committee shall review and approve the recommendations presented by the Executive Director or designee regarding merit raises, promotions, cost-of-living increases or any other personnel adjustments. The Personnel Committee shall be presented copies and results of all employees' annual evaluations prior to this meeting.
2. All employee raises approved by the Personnel Committee, must also be presented and approved by the Executive Committee.
3. For Director (except Executive), positions, the Personnel Committee will interview the top ranked candidates from the prior interview(s) conducted by the Executive Director and staff. The Personnel Committee's recommendations concerning employment will be presented by the Executive Director or designee to the Executive Committee at their next regular meeting for formal ratification.
4. If a grievance filed by an employee cannot be resolved by the employee's immediate supervisor and Executive Director, the grievance shall be summarized by the Executive Director and submitted in writing to the employee filing the grievance and the Personnel Committee. If requested by the employee, a meeting of the Personnel Committee will be called whereby the Executive Director will present the grievance. The Personnel Committee, after consideration, shall issue a final decision in writing to the employee with a copy to the Executive Director.
5. The Personnel Committee shall have the final authority in personnel decisions or grievances appealed beyond the decision of the Executive Director.
6. The amendment, revision or addition of policies to the OVRDC Operations and Personnel Policies Manual shall be authorized by the Personnel Committee and approved by the Executive Committee.

10.03 – Meetings

The Personnel Committee shall meet as necessary to review and recommend to the Executive Committee a salary plan presented by the Executive Director or designee regarding merit raises, promotions, cost-of-living increases or any other personnel adjustments. Written meeting notices shall be mailed or delivered at least five (5) days prior to said meeting.

10.04 – Quorum

A quorum shall be a majority of the members.

SECTION 11 – COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY (CEDS) COMMITTEE

11.01 – Membership

The CEDS Committee shall consist of the main economic interests of the OVRDC region and shall include the OVRDC Vice-Chairman (who will serve as chairman), 6 chambers of commerce/private sector representatives, 6 economic/community development representatives, 1 minority member, 4 public officials (having at least one member from the county, city, village, and township level of government), and 7 members at-large consisting of representatives from workforce development, institutions of higher education, labor, political subdivisions, and the community at-large. The OVRDC Chairman will annually at the March Commission meeting appoint the members to the Committee.

11.02 – Powers and Duties

The CEDS Committee is responsible in working with the OVRDC staff to develop and submit to the Economic Development Administration (EDA) a Comprehensive Economic Development Strategy (CEDS) that complies with the requirements of EDA, to make the CEDS available for review and comment by the public for a period of at least thirty days prior to submission to EDA, and after obtaining EDA approval of the CEDS, to submit annually an updated CEDS performance report to EDA. The CEDS Committee shall also monitor progress made on OVRDC's Strategic Action Plan and is empowered to create Strategy Subcommittees in order to develop and revise the Strategic Action Plan.

11.03 – Meetings

The CEDS Committee will meet as necessary to direct OVRDC staff on the development of the CEDS or its update, and to review and recommend the CEDS to the Executive Committee for approval.

11.04 – Quorum

In order to officially conduct business, a quorum shall consist of representatives from seven (7) or more member counties.

SECTION 12 – PROJECT REVIEW COMMITTEE

12.01 -- Membership

The Project Review Committee shall consist of one member from each OVRDC county and should generally represent the economic and/or community development interests of the county and/or its political subdivisions. Each County Caucus shall select a Project Review Committee member annually.

12.02 – Powers and Duties

The Project Review Committee will serve as the liaison between OVRDC and local project applicants for Appalachian Regional Commission (ARC) and US Department of Commerce, Economic Development Administration (EDA) funding. Members will assist OVRDC annually with the identification of projects in their respective county, assist with the regional prioritization of projects for ARC and EDA funding, and approve project priorities to be included in the OVRDC Comprehensive Economic Development Strategy

12.03 – Meetings

The Project Review Committee shall hold meetings as necessary at a time and place selected by the Executive Director or designee.

12.04 – Quorum

In order to officially conduct business, a quorum shall consist of representatives from seven (7) or more member counties.

SECTION 13 -- TRANSPORTATION COMMITTEE

13.01 -- Membership

The Transportation Committee shall consist of 1) the county engineers from each county in the designated OVRDC Regional Transportation Planning Organization (RTPO) region, 2) each city in the designated OVRDC RTPO region, and 3) ten additional members at-large from the OVRDC RTPO region. The ten additional members at-large members should represent the following transportation interest: village, township, transit, bicycle/pedestrian, marine/waterways, airport, rail, or freight and should include as diverse a group as is possible. The committee shall contain no more than three members representing one county in the OVRDC RTPO region. The OVRDC Chairman will annually at the March Full Commission meeting appoint the members at-large for the Committee.

13.02 -- Powers and Duties

The Transportation Committee will serve as the technical advisory committee that advises the OVRDC staff and Executive Committee on issues related to transportation planning in the OVRDC Regional Transportation Planning Organization (RTPO) region. The Transportation Committee will provide guidance on RTPO work programs, the OVRDC Long-Range Transportation Plan, the OVRDC Public Participation Plan, the OVRDC RTPO Transportation Improvement Plan and other transportation related activities.

13.03 -- Meetings

The Transportation Committee shall hold meetings as necessary at a time and place selected by the Executive Director or designee.

13.04 -- Quorum

In order to officially conduct business, a quorum shall consist of representatives from six (6) or more member counties.

SECTION 14 – STANDING AND SPECIAL COMMITTEES

14.01 – Membership

Membership shall consist of those persons named by the Chairman when the committee is first announced in Executive Committee.

14.02 – Powers and Duties

Each standing and special committee shall study and report to the Executive Committee on the project, improvement, or general topic assigned to it. All reports of special committees appointed by the Chairman shall be made to the Executive Committee for authorization of issuance, approval of contents or recommendation for further study or proposed actions.

14.03 - Meetings

All standing and special committees shall meet as often as necessary as determined by each Committee Chairman.

14.04 - Quorum

A quorum shall be a majority of the members.

SECTION 15 -- SERVICES

15.01 – Regional Subdivision

Any city, village, township, or county is entitled to the following:

1. Consultation by local planning offices with staff members of OVRDC in minor or special development or planning problems.
2. The attendance by staff members of OVRDC as determined by the Executive Director at meetings of the municipal planning commission or legislative body to render advice and assistance on specific local development or planning matters.
3. Assistance from OVRDC staff in making application for federal and state loans or grants, and other technical assistance for coordination and selection of alternate programs.

15.02 – Development and Planning Services

The Executive Director is hereby authorized to undertake for OVRDC, or planning and zoning commissions of other political subdivisions or non-profits of the Region's counties or the legislative bodies of other political subdivisions, any of the following types of planning activities:

1. Land use planning and project development.
2. Zoning related codes or plans.
3. Human resource planning, analysis, or program development.

4. Economic Development and community development studies or project development.
5. Any other specific activities as requested or directed, including the administration of state and federal grants.

15.03 – Development and Planning Fees and Charges

All charges for services rendered pursuant to Section 2.03, #3 of these Bylaws shall be determined on the basis of cost of staff time, materials and travel, plus a percentage of OVRDC's total current budget committed to overhead expenses. Such charges shall be stipulated within a formal contract between OVRDC and local jurisdictions.

15.04 – Agreement Procedure

Service agreements between municipalities or other political subdivisions of the Region's counties and OVRDC shall be consummated upon:

1. The resolution of the planning commission of a municipality or township zoning commission requesting OVRDC to proceed with specific planning or development services.
2. Resolution by the legislative body of such municipality or other political subdivision of the cooperating counties approving such request for services, and appropriating the necessary funds to cover the cost of the work to be performed by the staff of OVRDC, during the current year to be followed by supplemental appropriations in succeeding years as required to complete the specified services.
3. Resolution by the Executive Committee of OVRDC authorizing the Executive Director to proceed with such work pursuant to the requests of a planning commission or legislative body of OVRDC member counties.

15.05 – Progress Reports

Copies of all written reports, documents or plans in connection with services rendered by agreement to any municipality, political subdivision or administrative body or bureau thereof, shall be available to all Executive Committee members at the time they are issued and made available to all Commission members.

SECTION 16 – TRAVEL AUTHORIZATION AND COMPENSATION

In the event that it is necessary for OVRDC officers, and/or Commission members to travel outside the Region to conduct official business, the following conditions shall apply:

- 1) Travel and expenses, including type of travel, shall be prior authorized by the Executive Director;
- 2) When using a private car to travel on OVRDC business inside or outside of the Region, reimbursement shall be at the mileage rate established by the U.S. General Services Administration (GSA).

SECTION 17 – BYLAW AMENDMENT PROCEDURES

These Bylaws may be amended only in accordance with the following procedure:

17.01 – Resolution Approving Amendments

A resolution approving the form of such proposed amendment shall be adopted by the Executive Committee at least fifteen (15) days in advance of the next meeting of the Commission, or a petition signed by at least five (5) members setting forth the proposed amendment shall be delivered to the Secretary at least fifteen (15) days in advance of the next meeting of the Commission.

17.02 – Submission of Proposed Amendments

The Secretary shall thereafter, but not less than ten (10) days prior to the next meeting of the Commission, forward to each member a copy of such proposed amendment together with a notice that it will be the subject of action at the next meeting.

17.03 – Adopted Amendment

Such proposed amendment shall be presented at the next meeting of the Commission and be considered as moved and seconded for adoption. Such amendment shall become effective upon receiving the affirmative vote of majority of the members present or a date identified by the amendment.

SECTION 18 – STATUTES AND SEVERANCE CLAUSE

Section 18.01 – Inclusion of Statutes

All applicable statutes of the State of Ohio are included in these Bylaws and rules of procedure are made a part hereof.

Section 18.02 – Inclusion of Severance Clause

The invalidity of any section or provision of the Bylaws shall not invalidate any other section or portion thereof.

SECTION 19 – WITHDRAWAL

19.01 – Municipal and County Membership Withdrawal

Any political subdivision of any cooperating county may withdraw their cooperation hereunder at any time by a resolution to do so, by delivering a certified copy thereof approved by the legislative body of said jurisdiction to the Secretary of the Commission, twelve (12) calendar months prior to the actual date of withdrawal. Said withdrawal date shall be twelve (12) calendar months after receipt by the Secretary of the withdrawal notice from the withdrawing member. Such notice of withdrawal shall not relieve the withdrawing party of its obligation to contribute its share of the cost for the twelve (12) months period prior to the actual withdrawal date.

SECTION 20 – TIME OF TAKING EFFECT

20.01 – Terms of Cooperation

These terms of cooperation originally took effect at the meeting on December 14, 1967, having been approved by the authorized representatives of the participating counties and municipalities. These terms of cooperation, hereafter referred to as the Bylaws, as amended from time to time, shall remain in effect for the legal lifetime of this agency.

20.02 – Submission of Bylaws

BE IT FURTHER RESOLVED, that the Secretary of the Commission be and hereby is instructed to forward a copy of the Bylaws, or amendment thereto, to the Board of County Commissioners of each county and, to each cooperating municipality. Copies also shall be sent to all other Commission members.

SECTION 21 – DISSOLUTION OF COMMISSION

21.01 – Responsible Parties

In the event of dissolution of the Commission, it shall be the responsibility of the current officers (Chairman, Vice-Chairman, Treasurer, and Secretary) to take the necessary actions for dissolution.

21.02 – Distribution of Assets

Upon payment of all outstanding liabilities, the remaining assets of the Commission shall be liquidated and distributed to the financially contributing members based on the per-capita percentage that each financially contributing member is providing to the Commission's General Fund in the given year of the dissolution. Certain assets may not be liquid, such as any Revolving Loan Funds, and should be transferred if possible to an appropriate successor(s) and in accordance with State or Federal laws or regulations concerning such transfer.

The OVRDC office building and land located at 73 Progress Drive, Waverly, Ohio 45690 is owned by the Southern Ohio Diversification Initiative (SODI) and OVRDC entered into a 20-year lease-to-own agreement with SODI in 2013. In the event of dissolution of the Commission prior to the terms of the lease-to-own agreement being met, the financially contributing members of OVRDC commit, to the best of their financial ability, to purchase the building and land from SODI as per the terms of the lease-to-own agreement. Financial obligation of each financially contributing member would be based on the per-capita percentage that each is providing to the Commission's General Fund in the given year of the dissolution. Upon purchase of building and land, sale of the asset would occur and proceeds from sale would be distributed based on the same per capita basis.

SECTION 22 – INTERPRETATION

22.01 – Errors and Omissions

Where errors, omissions, misspellings or substitutions appear in the text of any section, which confuse the intent of that section, corrections shall be made and completed, but shall not require official approval beyond the Executive Director.

22.02 – Federal Civil Rights Guidelines (Civil Rights Act of 1964, as amended)

OVRDC complies with these guidelines in that no person on the grounds of race, religion, color, disability, sex, age or national origin, is excluded from participation in, denied the benefits of, or otherwise subjected to discrimination under any program or activity for which OVRDC receives Federal/State financial assistance.