

BY-LAWS GOVERNING
CITY OF HAMILTON-INDIAN SPRINGS
JOINT ECONOMIC DEVELOPMENT DISTRICT

A. Sections 715.72 to 715.83 of the Ohio Revised Code authorize municipal corporations and townships under certain conditions to enter into an agreement to create a joint economic development district to facilitate the economic development of the district, the city and the township.

B. Fairfield Township, Butler County, Ohio (the "Township") and the City of Hamilton, Butler County, Ohio ("City"), each authorized and directed by its legislative authority, entered into the Hamilton-Indian Springs Joint Economic Development District Contract (the "Contract") as of August 7, 1996 and most recently amended March 22, 2017, to facilitate economic development to create or preserve jobs and employment opportunities and to improve the economic welfare of the people in the Hamilton-Indian Springs Joint Economic Development District (the "District"), the Township, the City, Butler County, Ohio (the "County") and the State of Ohio (the "State").

C. Section 10 of the Contract provides that the Board of Directors of the District by resolution shall adopt by-laws for the regulation of its affairs and the conduct of its business consistent with the Contract.

NOW, THEREFORE, the following provisions shall constitute the By-laws of the District.

Section 1. Definitions. Any capitalized word or phrase used in these By-laws and not otherwise defined herein, shall have the meaning given in the Contract, as that Contract may, from time to time, be amended, modified or supplemented in accordance therewith.

Section 2. Board of Directors and Officers. The Board (the "Board") shall be the governing body of the District.

(A) **Composition of Board of Directors.** The Board shall be established and organized as provided in Section 9 of the Contract. As provided in the Contract, the members of the Board shall serve without compensation. Necessary and authorized expenses incurred by members on behalf of the District shall be reimbursed from District funds.

(B) **Officers; Election Process.** The officers of the district shall be the Chairperson, Vice Chairperson, the Secretary and the Treasurer. The Secretary and Treasurer may be the same person. The Chairperson shall be the Board Designee selected in accordance with Chapter 715 of the Ohio Revised Code and the Contract. The other officers shall be elected by and from the members of the Board. The Board shall elect officers at the first meeting of the Board and thereafter every other year. The Chairperson shall accept nominations for each officer and conduct a voice vote of the members to elect each officer. The officers shall serve as officers for a two-year term but shall continue to serve until their respective successors take office. Officers may serve more than one term as such officers.

In the event of the death, disqualification, removal or resignation of any officer (other than the Chairperson), the Board shall elect a successor for the balance of the unexpired term of such officer. In the event of the death, disqualification, removal or resignation of the Chairperson, the Vice Chairperson shall assume the office of Chairperson until a new Chairperson has been selected by the other Board members in accordance with Chapter 715 of the Revised Code and the Contract.

(C) Duties of Officers

(1) Chairperson. The Chairperson shall preside at all meetings of the Board. The Chairperson's duties include, without limitation, preparing the agenda for each meeting of the Board and distributing an annual report concerning the activities and operations of the District. The chairperson may designate the date, time and place of special meetings by giving 24-hour written notice to each member and shall have general supervision over the business and affairs of the district subject to the direction of the Board.

(2) Vice Chairperson. The Vice Chairperson shall assist the Chairperson in the discharge of the duties of the Chairperson and shall perform such other duties as the Board may require. In the absence of the Chairperson, the Vice Chairperson shall preside at meetings of the Board and shall perform all the duties of the Chairperson. In such circumstances, the Vice Chairperson shall have all the powers and authority of the Chairperson and any documents signed by the Vice Chairperson shall be as valid and binding as though signed by the Chairperson.

(3) Secretary. The Secretary shall be responsible for the records of the Board including, but not limited to, correspondence and minutes of the meetings of the Board. The Secretary shall keep the minutes of all Board meetings and shall distribute them to each member of the Board, to the City and the Township promptly after each Board meeting. The Secretary shall provide written notice to all members of the Board and to others as required by law of all meetings of the Board in accordance with paragraph (D) of this Section. The Secretary shall perform such other duties as the Board may request.

(4) Treasurer. The Treasurer shall be the fiscal officer of the District and shall be responsible for all fiscal matters of the Board including, but not limited to, the preparation of the budget, the appropriations resolution and all necessary fiscal reports for the Board, paying or providing for the payment of expenses of operation and administration of the District, receiving, safekeeping and investing or providing for the receipt, safekeeping and investment of funds of the District and maintaining, or providing for the maintenance of, accurate accounts of all receipts and expenditures. The Treasurer shall obtain and keep in force a fidelity bond, in the amount determined by the Board with a surety company approved by the Board, or, in lieu of a separate fidelity bond, the Board may direct the Treasurer to continue and keep in force any existing fidelity bond the Treasurer may have that the Board determines to be adequate. In either case, the District shall be named as an insured on such bond and the amount thereof shall not be reduced without prior written consent of the Board. The Board may provide in the Tax Agreement that the Department of Finance for the City of Hamilton to assist the Treasurer in carrying out the duties of that office.

(5) Signing. The Chairperson, the Vice Chairperson, the Secretary, and the Treasurer may each sign all authorized documents, including without limitation, all contract and other obligations, in the name of the District, provided that each document shall be signed by at least two officers. Bank checks of the District shall be signed by the Chairperson (or the vice Chairperson in the absence of the Chairperson) and the Treasurer.

(D) Meetings of Board of Directors. For the purpose of conducting a Board meeting, the attendance of a majority of the appointed members of the Board shall be required and shall constitute a quorum. Each member of the Board shall have one vote and a member of the Board must be present in person at meetings of the Board in order to vote. A resolution or motion must receive the affirmative vote of a majority of the members of the Board to be adopted, or in the event there are only three members present at a meeting, then a resolution or motion must receive the affirmative vote of at least two members of the Board to be adopted.

The Board shall meet at least quarterly each calendar year. At its first meeting in each calendar year, the Board shall set the dates, time and location for any other meetings for that calendar year and shall, if necessary, elect the officers of the District whose terms have expired.

Special meetings may be called by the Chairperson as necessary or may be called upon a request of a majority of the Board. Notice, in writing, of each such meeting shall be provided by the Chairperson or the majority of the Board, as applicable, and shall state the date, time and place of the meeting and subject or subjects to be considered at the meeting, and shall be given by or on behalf of the Secretary (by personal delivery, first class mail, telegram, telecopy or email) to each member of the Board at each member's residence or place of business not less than 24 hours preceding the time for the meeting and to others requesting such notice unless in the event of an emergency. The requirements and procedures for notice may be waived in writing by each member of the Board and any member of the Board shall be deemed conclusively to have waived such notice by attendance of that member at such meeting. Each member shall attend all meetings unless excused by action of the other members. A member who is absent without being excused from three consecutive meetings shall be deemed to have resigned as a member of the Board, upon action by the Board affirmatively accepting such resignation.

All meetings of the Board shall be open to the public and notice shall be given in accordance with Section 3 hereof, subject to the exceptions in Section 121.22(G) of the Ohio Revised Code, as that Section may be amended from time to time. For the purpose of receiving mail and other notices, the mailing addresses of the Board shall be 6032 Morris Rd., Fairfield Township, OH 45011, and 345 High Street, Hamilton, OH 45011, and shall continue to be such until changed by the Board.

(E) Resolutions. All actions of the Board, except as provided herein, shall be by resolution entered on its records. The affirmative vote of the majority of members present and constituting a quorum of the Board shall be required for the enactment of every resolution. Unless otherwise specifically provided in the resolution or by Sections 715.72 or 715.83 of the Ohio Revised Code, all resolutions shall be effective immediately upon enactment, subject to any authorizations or certifications required by the Ohio Revised Code to be made by the Secretary of the Board.

(F) Powers and Duties.

(1) Prior to December 1 in each calendar year, the Board shall adopt an annual budget for the following calendar year based on the estimate of the total revenues and expenses of operating and administering the District and its programs for the next calendar year. The fiscal year of the District shall be the same as the fiscal year for the City of Hamilton.

(2) Prior to December 1 in each calendar year, the Board shall approve the annual appropriations of the District for the next calendar year based upon the annual budget determined pursuant to the preceding paragraph in accordance with the contract.

(3) At its first meeting in each calendar year, the Board shall elect the officers of the District for the next two-year term in accordance with Section 2(B) hereof.

(4) At its first meeting, the Board shall adopt a resolution to levy an income tax within the District in accordance with the Contract. The Board shall adopt a resolution to change the rate of the income tax, when necessary, as provided in the Contract. The Board will enter into an agreement with the City to administer, collect and enforce the income tax on behalf of the District (the "Tax Agreement"), which agreement may not be assigned or subcontracted to another agency by the City, without the consent of the Board.

(5) The Board shall exercise the powers and perform the duties and functions set forth in Section 10 of the Contract.

(6) In addition, the Board may:

(a) act as the managerial body for the District;

(b) direct the Treasurer concerning disbursements from the funds maintained by the District;

(c) amend the budget and appropriations of the District, subject to certification by the Treasurer that the amended budget and appropriations are within the limits of the District's resources and consistent with the Contract;

(d) make determinations concerning any matter relating to the district and its programs, including but not limited to: (i) amendments to or modifications of the By-laws (provided such amendments or modifications are consistent with the Contract); (ii) appropriates of the District; and (iii) do all acts and things necessary and convenient to carry out the powers granted in the Contract;

(e) authorize the retention of the services of consulting engineers, financial consultants, accounting experts, attorneys and such other consultants and independent contractors as are necessary in its judgment to carry out the purposes of the Contract, and fix the compensation thereof, which shall be payable from any available funds of the district, provided that the cost thereof is within the budget approved by the Board in accordance with these By-Laws;

(f) purchase insurance for property, casualty loss, or liability, and may participate in risk pools or defense organizations regarding District activities.

(7) There is reserved in the Board the authority, at all times, to delegate, transfer, and assign duties, to the extent permitted by law and in compliance with the Contract.

Section 3. Public Notice Rules for Meetings.

(A) Meetings. Except as otherwise provided herein or by law, meetings of the Board shall be open to the public at all times. The Secretary or the person otherwise designated to perform such duty shall prepare, file and maintain the minutes of each meeting, and the minutes of each meeting shall be open to public inspection. The record of proceedings need only reflect the general subject matter of discussions in executive session.

(B) Formal Action. Any resolution, rule, motion or formal action shall be deliberated and voted upon in an open meeting except to the extent deliberation occurs in an executive session, which shall be held only at a regular or special meeting and only for the purpose of considering those matters permitted by law to be considered at executive sessions.

(C) Notice of Meetings.

(1) Posted Notice. Each meeting held by the Board shall be in compliance with R.C. §121.22(F) as to the notice requirements to the general public. This includes all regular meetings, special meetings, emergency meetings, and executive sessions held during any regular or special meeting. Executive sessions may not be held during any emergency meeting called by the Board.

(a) Regular Meetings. The Secretary shall post a statement of the time and place of the first regular meeting of the Board for the calendar year not later than the second day preceding the day of that meeting. The Secretary shall post a statement of the times and places of regular meetings of the Board for each calendar year not later than the second day preceding the day of the second regular meeting of the calendar year. The Secretary shall check at reasonable intervals to ensure that such statement remains posted during the calendar year. If at any time during the calendar year the time or place of regular meetings, or of any regular meeting, is changed on a permanent or temporary basis, the Secretary shall post a statement of the time and place of any changed regular meeting at least 24 hours before the time of the first changed regular meeting. All such statements shall be posted at the City Hall and the Township Hall.

(b) Special Meetings. Except in the case of an emergency requiring immediate official action, the Secretary shall post a statement of the time, place and purpose of any special meeting of the Board at least 24 hours before the time of the special meeting. That notice shall be in addition to any other notice these By-laws require to be given to members of the Board.

(c) Adjournment. Upon the adjournment of any regular or special meeting to another day, the Secretary shall post notice promptly of the time and place of the rescheduled meeting.

(2) Notice to News Media.

(a) Any news media that desires advance notification of special meetings shall file with the Secretary a request therefor. Such requests may be modified or extended only by filing a complete new request with the Secretary. The request shall specify the request is for meetings of the Board, the name of the news media, the name and address of the person to whom written notifications to the media can be mailed, or the email address to which notification can be sent, and at least one telephone number that can be called at any time of the day or night for the purpose of giving oral notification to the media.

(b) Except in the event of an emergency requiring immediate official action, a special meeting shall not be held unless the Secretary has given at least 24 hours advance written

notification or oral notification to the requesting news media of the time, place and purpose of the special meeting. The Secretary shall give that advance notice for any special meeting, provided if the Secretary does not give that advance notice, any member of the Board may give it.

(c) In the event of an emergency requiring immediate official action, a special meeting may be held though 24 hours advance notice has not been given to the requesting news media. The person or persons calling the special meeting, or the Secretary on their behalf, shall immediately given written, email, or oral notification, as the person or persons giving notification determine, of the time, place and purpose of the meeting to the requesting news media. The record of any such meeting shall state the nature of any emergency requiring immediate official action.

(3) Notification of Discussion of Specific Types of Public Business. Any person may, upon written request and as provided herein, obtain reasonable advance notification of all meetings at which any specific type of public business is scheduled to be discussed.

(a) Such person may file a request with the Secretary, which request shall specify the person's name and mailing address, the email address, the telephone number or numbers at which the person can be reached during and outside of business hours, the specific type of public business concerning which the person is requesting advance notification, and the number of calendar months that the request covers.

(b) The request filed with the Secretary/Treasurer must be accompanied by a supply of self-address, stamped envelopes in addition to any fee that the Board determines to be reasonable to cover costs of providing such notifications, if notification is to be made by mail. Such request may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and the information contained in such request may be conclusively relied on by the Board and the Secretary.

(c) The Secretary shall, if possible, give such advance notification by written notification, provided that written notification shall be given only so long as the supply of self-addressed stamped envelopes last. If such written notification cannot be given or has not been given (other than for lack of such envelopes), the Secretary shall give oral notification.

(4) General.

(a) Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under authority of the Secretary.

(b) The Secretary shall maintain a record of the date and time, if pertinent under this Section, of all notices and notifications given or attempted to be given under this Section, and to whom such notifications were given or unsuccessfully attempted to be given.

(c) All email notifications and correspondence shall be retained by the Secretary.

Section 4. Conduct of Meetings. All meetings provided for in these By-laws shall be conducted in accordance with the rules established by the Chairperson of the meeting; provided, however, upon the request of a majority of the members at a meeting, the Chairperson shall conduct the meeting in accordance with the then current edition of *Robert's Rules of Order, Revised*. The Chairperson shall be the parliamentary procedure officer and the decisions of such chairperson with respect to matters of parliamentary procedure shall be final.

Section 5. District Funds. The District's funds shall be established and maintained by the Treasurer separate and apart from all other funds that may be under the custody of the Treasurer. The Board shall establish a General Fund for the operation and administration of the District. The District's funds shall be subject to the laws of the State concerning the investment and management of public funds, particularly Chapter 135 of the Revised Code, and shall be the responsibility of the Treasurer.

The Treasurer of the District shall deposit or cause to be deposited in the General Fund the revenues received from income tax or from other sources for operating costs of the District. Disbursements may be made by the Treasurer at the direction of the Board for any proper purpose of the District, including but not limited to payment of operating costs, costs incurred in connection with the organization and meetings of the District, fees and expenses provided under the Contract or the Tax Agreement or of consultants and attorneys, payment of other operating expenses, and payment of other costs of programs or projects of the District.

The Treasurer shall maintain records that account for all disbursements from the District funds. The Treasurer may request the Administrator under the Tax Agreement to make quarterly reports to the Board concerning all contributions to the District's funds during the preceding calendar quarter.

Section 6. Equipment and Facilities. The Board may purchase supplies, materials, and equipment as it deems necessary and appropriate. The District shall comply with the laws of the State, the Contract at Section 8, with respect to the procedures for bidding and letting of contracts for the acquisition or repair of its equipment and supplies. All contracts entered into by the District for supplies, materials, or equipment shall be approved by the Board and shall be signed by the Chairperson and by the Treasurer. In the absence or unavailability of the Chairperson, the vice Chairperson may sign such contracts or agreements.

Section 7. Amendments. These By-laws may be modified, amended or supplemented in any respect upon approval of the modification, amendment or supplement by a majority of the members of the Board. The Secretary shall promptly provide a copy of the modified, amended or supplemented By-laws to the City and the Township.

ADOPTED _____

**CITY OF HAMILTON-INDIAN SPRINGS
JOINT ECONOMIC DEVELOPMENT DISTRICT**

Chairperson

Vice Chairperson

Secretary

Treasurer

Member