



## **RESOLUTION 2017-02**

### **A RESOLUTION AMENDING THE RULES AND REGULATIONS OF THE MEDINA COUNTY PORT AUTHORITY AND PERMITTING REMOTE ATTENDANCE AT BOARD MEETINGS BY MEMBERS OF THE BOARD OF DIRECTORS OF THE AUTHORITY UPON CERTAIN CONDITIONS.**

WHEREAS, the Medina County Port Authority (the "Authority") is a body corporate and politic duly formed and validly existing under Ohio Revised Code sections 4582.21 through 4582.59; and

WHEREAS, by a Resolution passed November 3, 2003, the Board of Directors of the Authority (this "Board") adopted rules and regulations for the orderly operation of the Authority (the "Rules"), which Rules provide for the amendment of those Rules by a majority vote of the Board; and

WHEREAS, in 2016 the Ohio General Assembly enacted Revised Code ("R.C.") section 4582.60 which becomes effective April 5, 2017, and which permits the adoption of rules by the Authority for the remote attendance and participation by Board members in Board meetings, and the Board deems it desirable to adopt such rules by the amendment of the Rules of the Authority;

NOW, THEREFORE, BE IT RESOLVED pursuant to Article IX, Section 2 of the Rules, by the Board of Directors of the Medina County Port Authority that:

Section 1. The Board adopts the following amendment to Article IV of the Rules by the addition to that Article of the following Section 10.

#### **ARTICLE IV**

Section 10. Remote Attendance at Meetings. As permitted by R.C. 4582.60, board members are authorized to remotely attend a board meeting in lieu of attending the meeting in person, upon notice given to the Chairperson not less than two days before the date of the meeting. The quorum required by Section 1 of this Article IV shall include members who attend a meeting by interactive video conference or teleconference or a combination thereof, in accordance with the following conditions:

- A.** The board shall have established in its notice of the meeting a primary meeting location that is open and accessible to the public.

- B.** If the meeting includes attendees joining by interactive video conference or teleconference or a combination thereof, a minimum of four board members must be physically present in the primary meeting location.
- C.** Not more than one board member remotely attending a board meeting by teleconference is permitted to be physically present at the same remote location.
- D.** No more than three board members may remotely attend any one board meeting.
- E.** Any board member shall not attend remotely more than four meetings in any 12-month period.
- F.** Any board member joining the meeting via interactive video conference or teleconference must be in a location outside of Medina County.
- G.** The following method is established for verifying the identity of a board member who remotely attends a meeting by teleconference:
  - i. A password specific to the Medina County Port Authority will be distributed to all board members.
  - ii. When the board member joins the meeting by teleconference, he or she will be asked to provide the password.
- H.** Meeting-related materials that are available before the meeting will be sent via electronic mail, facsimile, hand-delivery, or United States postal service to each board member.
- I.** In the case of an interactive video conference, the board shall have caused a clear video and audio connection to be established that enables all meeting participants at the primary meeting location and those participating remotely to see and hear each other board member, and to be heard by each other board member.
- J.** In the case of a teleconference, the board shall have caused a clear audio connection to be established that enables all meeting participants at the primary meeting location and those participating remotely to hear each board member and to be heard by each other board member.
- K.** The board may conduct its meetings by teleconference or by a combination of interactive video conference and teleconference at the same time.
- L.** All board members, whether attending in person or via interactive video conference or teleconference, shall have a reliable internet or other electronic connection at the remote location that will include the capability to receive meeting-related materials that are distributed during a board meeting. These materials will be available for distribution to the public and the media during the meeting.
- M.** A roll call voice vote shall be recorded for each vote taken.
- N.** The minutes of the board meeting shall identify which board members remotely attended the meeting by interactive video conference or teleconference.

Section 2. Severability. Each section of this resolution and each subdivision or paragraph of any section hereof and each sentence of a paragraph hereof is hereby declared to be independent and the finding or holding of any section or any subdivision, paragraph or sentence hereof to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision, paragraph or sentence of this resolution.

Section 3. Compliance with Open Meeting Law. It is found that public notice of the time, place, and date of the meeting at which this Resolution was introduced and adopted was given in

compliance with R.C. 121.22. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees or subcommittees, or any other public bodies of the Authority, that resulted in such formal actions were in meetings open to the public, in compliance with the law.

Section 4. Effective Date. This resolution, and the rules adopted herein, shall be in full force and effect as of April 6, 2017.

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ADOPTED: March 1, 2017