

RESOLUTION NO. 2013 - 2

A RESOLUTION ADOPTING A CODE OF REGULATIONS OF THE SYCAMORE TOWNSHIP JEDZ KENWOOD – EAST JOINT ECONOMIC DEVELOPMENT ZONE

WHEREAS, it is necessary that the Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone (the “Zone”) adopt a Code of Regulations; and

NOW THEREFORE, BE IT RESOLVED, by the Board of Directors of the Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone:

SECTION 1. The Board of Directors hereby adopts the attached Code of Regulations as the Code of Regulations for the governance of the Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone.

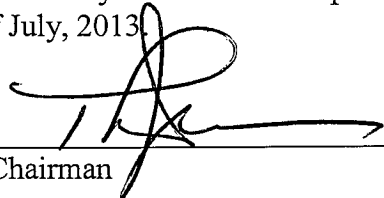
SECTION 2. Notice of this resolution shall be published or posted within the Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone in the same manner required as municipal corporations under Sections 731.21 and 731.25 of the Ohio Revised Code.

VOTE RECORD:

Mr. Bishop Aye Mr. Born Aye Mr. Connor Aye

Mr. Moeller Aye Mr. Staubach Aye Mr. Weidman Aye

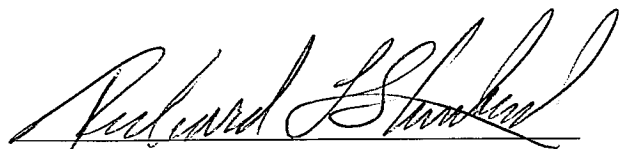
Passed at a meeting of the Board of Directors of the Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone 18th day of July, 2013.



Chairman

AUTHENTICATION

This is to certify that this resolution was duly passed and filed with the Secretary of the Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone on the 18th day of July, 2013.



Secretary

SYCAMORE TOWNSHIP JEDZ KENWOOD – EAST

JOINT ECONOMIC DEVELOPMENT ZONE CODE OF REGULATIONS

ARTICLE ONE: NAME

The name of this Zone shall be “Sycamore Township JEDZ Kenwood – East Joint Economic Development Zone” (the “Zone”). The Zone was established by virtue of a contract between Sycamore Township and the City of Madeira entitled the Sycamore Township JEDZ Kenwood-East Joint Economic Development Zone Contract (the “Contract”) and was ratified by the electors of Sycamore Township at an election held May 7, 2013 and certified by the Hamilton County Board of Elections on May 20, 2013.

ARTICLE TWO: PURPOSE

The Zone has been organized under Section 715.691 of the Ohio Revised Code to operate as a joint economic development zone for the purposes of facilitating new or expanded growth for commercial or economic development, creating and preserving jobs and employment opportunities, and improving the economic welfare of the people of the State of Ohio, Hamilton County, Sycamore Township, the City of Madeira, and the Zone.

ARTICLE THREE: LOCATION

The principal office of the Zone, at which the general business of the Zone will be transacted and where the records of the Zone will be kept, will be at such place in the State of Ohio as may be fixed from time to time by the Board of Directors. Unless otherwise fixed, it will be at 8540 Kenwood Road, Cincinnati, Ohio 45236 except that certain tax records of the Zone may be kept at the offices of the City of Madeira, 7141 Miami Avenue, Cincinnati, Ohio 45243.

ARTICLE FOUR: BASIC POLICIES

The following are basic policies of this Zone:

- Section 1: The Zone shall be noncommercial, nonsectarian, and nonpartisan.
- Section 2: The Zone shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or opposition to, any candidate for any public office.

Section 3: The Zone may work with the Board of Township Trustees of Sycamore Township and the City of Madeira or any committees or employees of Sycamore Township and the City of Madeira to further the purposes of the Zone.

Section 4: The Zone may cooperate with and support other organizations and agencies supporting the Zone, Sycamore Township, the City of Madeira, but persons representing the Zone in such matters shall make no commitments that bind the Zone.

ARTICLE FIVE: BOARD OF DIRECTORS

Section 1: The number of members of the Board of Directors of the Zone will be six (6).

Section 2: Members of the Board of Directors shall be appointed pursuant to Section 715.691 of the Ohio Revised Code and the Contract.

Section 3: Place of Meetings: All meetings of the Board of Directors shall be held at the principal office of the Zone or at such place as may be designated from time to time by a majority of the Directors, or as may be designated in the notice or in the waiver of notice of such meeting.

Section 4: Organizational Meetings: An organizational meeting of the Board of Directors may be held, without call or notice, following each biennial appointment of the members of the Board or at such alternative time as the Board may decide.

Section 5: Other Meetings Notice: Other meetings of the Board of Directors may be held at any time on the call of the Chairperson, the Vice-Chairperson, or any three Directors. Public notice of any such meeting shall be distributed and formulated pursuant to Ohio Revised Code Section 121.22. Notice to the public shall state the time, place and purpose of the meeting. If the Secretary fails or refuses to give such notice promptly, the notice may be given by the person who called the meeting or their designee. Notice of adjournment of a meeting of the Board of Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Notice shall also be distributed to each respective member of the Board through regular mail, registered mail, telephone, and/or electronic mail, as applicable, at least 24 hours in advance of the scheduled meeting date and time.

- Section 6: Waiver of Notice: Notice to each Director of the time and place of any meeting of the Board of Directors may be waived in writing, either before or after the meeting takes place, by said Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by such Director of notice of the meeting.
- Section 7: Quorum: A majority of the whole authorized number of Directors is necessary to constitute a quorum for a meeting of the Board of Directors.
- Section 8: Voting: The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, except as otherwise provided by law, the Contract or these Regulations.
- Section 9: Removal: The appointing authority may remove a Director from the Board.
- Section 10: Vacancies: Any vacancy that may occur in the Board of Directors shall be filled by the appointing authority for that seat by appointing a successor to hold office during the unexpired term of the vacant Director position.
- Section 11: Compensation: No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses incurred in the course of carrying out the mission of the Zone may be allowed.

ARTICLE SIX: OFFICERS

- Section 1: Definition of Officers: The Board of Directors shall elect a Chairperson, Vice Chairperson, Secretary and Treasurer except the Chairperson shall be appointed by Sycamore Township. It may also employ, in its discretion, an Executive Director and such other agents as the Board of Directors may determine.

ARTICLE SEVEN: DUTIES OF OFFICERS:

- Section 1: Chairperson: The Chairperson shall preside at meetings of the members of the Board of Directors, may designate the date, time and place of meetings of the members and Board of Directors as provided herein, may execute all authorized instruments, including without limitation contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Zone and shall perform such other duties as the Board of Directors may require.

- Section 2: Vice Chairperson: In case of the absence or disability of the Chairperson, or when circumstances prevent the Chairperson from acting, the Vice Chairperson, if any, shall perform all of the duties of the Chairperson, and in such case shall have all of the powers and obligations of the Chairperson, and any such instruments so executed by the Vice Chairperson shall be as valid and binding as though executed by the Chairperson. The Vice Chairperson shall also perform such other duties as the Board of Directors may require.
- Section 3: Secretary: The Secretary shall take and keep records of all meetings of the members and of the Board of Directors, conduct such correspondence of the Zone as may be designated by the Chairperson, perform the usual duties of his or her office and perform such other duties as the Board may require.
- Section 4: Treasurer: The Treasurer shall be the custodian of all funds and other assets and similar property belonging to the Zone and shall do with the same as may be ordered by the Board of Directors. The Treasurer shall keep accurate financial accounts and hold the same open for examination of the Directors. On the expiration of the term of office the Treasurer shall promptly turn over to his or her successor or to the Board of Directors, all property, books, papers and moneys of the Zone in his or her hands.
- Section 5: Assistant(s): The Board of Directors may also elect for a term of one year one or more Assistant Secretaries, and one or more Assistant Treasurers, who shall perform the duties of the Secretary and Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such duties as the Board of Directors may from time to time prescribe. The power of such officers to execute all authorized deeds, mortgages, bonds, notes, contracts, and other like powers of the Secretary and Treasurer, respectively, and any such instrument so executed by an Assistant Secretary or Assistant Treasurer shall be as valid and binding as though executed by the Secretary or Treasurer, as the case may be. Such other officers as the Board of Directors may elect, shall have such powers and duties as the Board of Directors may from time to time prescribe.
- Section 6: Delegation of Authority: The Board of Directors is authorized to delegate the duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.
- Section 7: Bond: Any officer, if required by the Board of Directors, shall give bond in such form and with such security as the Board of Directors from time to time may require for the faithful performance of his or her duties.

Section 8: Depositories: The Board of Directors shall select depositories for the safekeeping of the moneys of the Zone and establish the procedure for deposit and the Board of Directors from time to time may authorize investment of such moneys of the Zone as are not then required, in any obligations in which a township is authorized to invest by the applicable sections of the Ohio Revised Code.

ARTICLE EIGHT: MISCELLANEOUS PROVISIONS

Section 1: Fiscal Year: The fiscal year of the Zone shall end on the 31st day of December.

Section 2: Notice: Whenever provisions of law, the Contract or these Regulations require notice to be given to any person, personal or hand delivery of such notice shall not be required. Any such notice may be given in writing, by mail (by deposit in a post office or letter box, in an envelope with postage affixed), by courier, by overnight package delivery, by telegraph, email or by telecopier, in any case addressed to such person at such address as appears on the records of the Zone. Notice given by anyone of the above methods shall be sufficient; and the method of giving notice to all persons need not be uniform. If otherwise permitted, notice to Directors may also be given by telephone call. Such notice shall be deemed to be given at the time when it is so mailed, or delivered to a courier, an overnight package delivery company or a telegraph company, or, in the case of a telecopy, when transmission has been confirmed. In computing the period of time for the giving of notice, the day on which notice is given shall be excluded, and the day when the act for which notice is given is to be done is included, unless the instrument calling for the notice otherwise provides.

Section 3: Records and Meetings: The Zone is a public body for purposes of Ohio Revised Code Section 121.22 and all meetings will be open to the public, with the limitations set forth in Ohio Revised Code Section 121.22. Public notice of such meetings will be provided as required by Ohio Revised Code Section 121.22. Requests for records shall be submitted and fulfilled in accordance with the policies and procedures established by the Board of Directors, as amended.

ARTICLE NINE: AMENDMENT

These Regulations may be altered, amended or repealed, or new Regulations may be adopted at any annual or special meeting of the Board called for that purpose, by the affirmative vote of all of the members of the Board of Directors.