

***The Bylaws
of the Ohio Mid-Eastern
Governments Association
as Revised on April 21, 2010***

BYLAWS
of the
OHIO MID-EASTERN GOVERNMENTS ASSOCIATION

ARTICLE 1

Name and Jurisdiction

The name of the agency shall be OHIO MID-EASTERN GOVERNMENTS ASSOCIATION, hereinafter referred to as OMEGA. The geographic area of OMEGA shall include the counties of: Belmont, Carroll, Columbiana, Coshocton, Guernsey, Harrison, Holmes, Jefferson, Muskingum, and Tuscarawas. The original geographic area of OMEGA, as established in 1973 was conterminous to the designated State Planning and Development Region Nine; the current geographic area is conterminous with the area known as State of Ohio Economic Development Region Ten. The counties comprising OMEGA have been designated by the Appalachian Regional Commission as a Local Development District, and by the US Department of Commerce, Economic Development Administration, as an Economic Development District.

ARTICLE II

Organization

OMEGA is hereby organized as an agency of local governments by agreement among the membership pursuant to Section 167.01 - .08 of the Ohio Revised Code (ORC), as amended.

ARTICLE III

Purpose and Function

- A. OMEGA is established as an organization of local government political subdivisions to foster a cooperative effort in planning, programming, implementation and development of local and regional plans, programs and projects. OMEGA is further organized as a forum for discussion and study of common problems of a regional nature, and for the development of policy and action recommendations relating thereto.
- B. In order to implement these considerations and provide the necessary assistance to member communities, OMEGA will become involved in the following listed

1. Study such regional and local services and facilities as may be appropriate and necessary, including but not limited to matters affecting health, safety, welfare, education, economics, populations, land use and development.
2. Promote cooperative arrangements and coordinate action among its members, and between its members and other agencies of local or state governments, whether or not within Ohio, and the federal government.
3. Make recommendations for review and action to the members and other public agencies that perform functions within the Region.
4. Promote cooperative agreements and contracts among its members or other governmental agencies and private persons, corporations or agencies.
5. Perform planning directly by personnel of OMEGA, or utilizing the services of other public or private planning agencies.
6. Act as an areawide agency to perform comprehensive planning for programming, locating, financing and scheduling of public facility projects within the Region and the local areas which have an effect on the development of the Region and upon the local area, including inter-jurisdictional projects and programs.
7. Review, evaluate, comment upon and make recommendations relative to planning and programming the location, financing and scheduling of public projects within the Region, which will have an effect on either the Region or the local areas.
8. Act as an agent for coordinating comprehensive planning programming which will have an effect on the development of the Region or the area or such planning.
9. OMEGA may, by appropriate action of the membership, perform other such functions and duties as are deemed necessary or desirable in dealing with problems and functions of mutual concern.
10. Act as the Local Development District for all Appalachian Regional Commission programs, and as Economic Development District for the Economic Development Administration.

ARTICLE IV

Contractual Services

OMEGA may enter into special purpose contracts or agreements with one or more local government units or private organizations to implement the goals and policies of the agency. OMEGA may also act on behalf of local government units, with their consent, in obtaining assistance in the implementation of local plans, policies, and goals.

ARTICLE V

Limitations

The authority granted by these Bylaws and the ORC, Section 167.01-.08 or in any agreement between the agency and the member governments thereof shall not displace any existing municipal, county, regional, or other planning commission or board in the exercise of its statutory powers and local obligations.

ARTICLE VI

Membership Eligibility

Membership in OMEGA shall be open to all counties, municipal corporations, townships, special districts, school districts, and other political subdivisions according to the limitations set forth in these Bylaws and as may be otherwise regulated within the OMEGA region.

A. County Membership

Any county of the OMEGA Region may become a member of OMEGA by executing an agreement between the county and OMEGA setting forth the details of participation.

B. City Membership

Any city of the OMEGA Region may become a member of OMEGA by executing an agreement between the city and OMEGA setting forth the details of participation. Financial support shall be made directly to OMEGA.

C. Other Eligible Membership

Any other eligible government desiring membership in OMEGA shall so state its desire to the Board of County Commissioners within its area and have an agreement of participation, executed between those governments and the Board of County Commissioners within its area, concerning membership, participation, and presentation. Any representation so granted by the Board of County Commissioners shall be considered a part of the county representation number.

ARTICLE VII

Membership Representation and Appointments

Each county of OMEGA Region shall be eligible for representation in the agency, as appointed by the Board of County Commissioners with a minimum of three representatives or one representative for each ten thousand (10,000) persons, or major portion thereof, whichever is the greater number. Population counts shall be based on the latest decennial census as published by U.S. Bureau of the Census for the entire region.

Each municipality of city status shall also be eligible for membership in OMEGA with a minimum of one (1) for each ten thousand (10,000) persons or major portion thereof, whichever is the greater number based on the latest decennial census. Any such appointment shall be made by member city governing body and be included in the total representation of the entire county.

Any member government with the minimum number of member representatives may have one (1) alternate member who may vote at membership meetings only when the appointed member representative of such member government is absent.

Each county and city eligible for membership will be notified within 90 days of publication of decennial census population counts with a "Table of Appointments" showing the number of representatives for each county and city in the OMEGA region. The new "table of Appointments" will become official as of April 1 in the year following the decennial census.

Other eligible local governments may also participate in the OMEGA organization upon completion of an agreement between the local government and the Board of County Commissioners. Said agreement shall include the number of representatives allocated by the Board of County Commissioners from their total membership, the financial terms of membership and any other terms agreed upon between the two governments. Any such appointment representing membership or other local governments shall be made by that local government or a consolidation of such governments.

It shall be the responsibility of the Board of County Commissioners in each county to assure that at least two-thirds (2/3) of the total number of persons appointed to serve on the membership of OMEGA are qualified by the State of Ohio as elected officials. Any person appointed to serve as a locally elected official, who for any reason no longer holds such an office, shall no longer be eligible to serve as a representative on the OMEGA membership rolls.

ARTICLE VIII

Financial Support

Financial support toward the operation and administration of OMEGA shall be as set forth in the annual budget of OMEGA. Said budget shall specifically state the contribution of each county in the Region based on the total number of residents according to the latest U.S. Bureau of the Census counts for the entire Region. Any eligible local government participating with OMEGA shall do so in cooperation and by agreement with the Board of County Commissioners of their area in the following manner:

A. County

It shall be the responsibility of each Board of County Commissioners to secure financial support from any participating local government. The Board of County Commissioners shall be responsible for providing OMEGA with that county's total allocation according to the amount specified and agreed upon through the acceptance of the OMEGA annual budget.

B. Other Participation

Financial contributions from local governments, other than counties, shall be paid to the county for that amount agreed upon between the local government and the county.

ARTICLE IX

Local Participation Without County Membership

The city governments eligible for membership in OMEGA which are located within the boundary of any county not a member of OMEGA may become a member in the same manner as if the county were participating and upon the completion of an agreement between OMEGA and the local government. Participation and financial support shall be directly with OMEGA rather than through the Board of County Commissioners.

ARTICLE X

Resolution of Participation

Membership and/or participation in OMEGA shall be contingent upon the adoption of a formal Resolution of Participation by the governing body of the county or other form of local government seeking admission. Said Resolution of Participation shall pledge the support of the county or local government in the formation, maintenance, financial obligations and operations of the regional effort of Ohio Mid-Eastern Governments Association.

ARTICLE XI

Cooperation

Non-voting participation may be extended to functional agencies, both within and without the Region, if such participation will assist in the implementation of the goals and policies of the Region.

ARTICLE XII

Withdrawal

Any government or agency of OMEGA may withdraw membership upon submission of a duly adopted resolution or motion, which states the reasons for withdrawal. Such action shall become effective one year (365 days) after following procedures have been met:

1. The appointment of a three (3) member Review Panel by OMEGA from full membership. It shall be the responsibility of the Review Panel to investigate the conditions, reasons and allegations associated with the withdrawal. The Panel shall file a report of its findings within ninety (90) days of the receipt of the resolution or motion of withdrawal to the OMEGA membership. Such report shall include the observations, findings and recommendation of the Panel. The OMEGA membership is hereby empowered to take the action deemed necessary to meet any objections of the withdrawing government or agency.

2. If the causes precipitating the member withdrawal are not satisfactorily resolved by the procedure in ARTICLE XII, 1, above, the member government or agency may legally withdraw from the Region at the conclusion of the one-year (365-day) period. Upon withdrawal from the Region, it shall be the responsibility of the President of OMEGA to inform the elected officials or officers of the withdrawing government agency, by certified mail, enumerating the Regional services, which will no longer be provided by OMEGA. In addition, a similar letter shall be written to the Governor of the State of Ohio informing that office of the action taken of membership withdrawal.

Article XIV

Meetings and Procedures

A. Meetings

1. OMEGA shall hold semi-annual meetings at the call of the President during the months of March and September of each calendar year. The first such meeting (March) shall be utilized as the annual meeting and designation of the Executive Board and the election of officers.
2. Special meetings may be called by the President at any time and must be called by the President within the fourteen (14) days after receipt of a formal petition by at least twenty (20) percent of the membership.
3. Meetings shall be called to order by the President at such time and place so designated and for which notice has been sent to each member at least ten (10) days prior thereto.

B. Quorum

A quorum of OMEGA shall consist of at least one-third (1/3) of the membership.

C. Voting

Each person appointed as a member of OMEGA shall be entitled to one (1) vote in the deliberations of OMEGA. A simple majority vote shall govern the actions of OMEGA in any duly made motion from the body. No proxy votes shall be permitted.

Article XV

Executive Board

An Executive Board shall be formed to supervise the administrative functions of the OMEGA effort. The Executive Board shall be formed, in part, from each of the county representatives with one (1) person selected to represent each county from that county's membership. The remaining part of the Executive Board shall be comprised of one (1) member appointed by each city that is a member of OMEGA from its OMEGA membership representation. Each person selected to serve on the Executive Board shall be named at the first membership meeting of each calendar year.

A. Meetings of Executive Board

The Executive Board of OMEGA shall meet semi-monthly to conduct the affairs of the agency. If no business is before the Board, the meeting may be waived. The time and place of such meeting shall be determined by the President of a majority of the Executive Board members and notice to each Board member at least ten (10) days prior to such meeting.

B. Quorum of Executive Board

Where proper notice has been given, a quorum of the OMEGA Executive Board shall consist of at least one-half (1/2) of the total number appointed to the Board.

C. Alternate Executive Board Members

Each Executive Board Member may have a designated alternate selected in the same manner as the Executive Board Member. The alternate could attend all Executive Board Meetings but would have voice and vote only when the official representative was not in attendance. The alternate member would be counted toward establishing a quorum. The alternate member could not represent more than one (1) official member at a time.

D. Voting of Executive Board

Each person selected as an executive board member of OMEGA shall be entitled to one (1) vote in the deliberations of the Executive Board. A simple

majority vote shall govern the actions of the Board in any duly made motion. No proxy votes shall be permitted.

Article XVI

Officers

A. Designation and Term

The officers of OMEGA shall consist of the President, Vice President, Treasurer and Secretary. The officers shall be elected by and from the Executive Board and shall hold office for one (1) year or until such time as their replacement has been elected. Election of officers shall take place at the first membership meeting of each calendar year. They shall be elected by a simple majority vote of the Executive Board.

B. Duties

1. President

The President shall preside at all meetings of the membership and the Executive Board. The President shall endorse by signature the official actions of the agency and carry on the general duties of the office or those duties as directed by the membership or the Executive Board.

2. Vice President

The Vice President shall perform all of the duties of the office of the President in case of presidential absence. In the instance of both the office of President and Vice President being vacant, the Executive Board shall appoint a president-pro-tempore for the duration of such absence.

3. Treasurer

The Treasurer shall receive notice of all receipts and expenditures of OMEGA and any affiliate funding mechanisms. The Treasurer shall monitor all real and intangible properties, all securities and trusts, and any

other financial consideration of property of the agency. These assets shall be retained in the Treasurer's trust and shall remain the property of OMEGA until such time as legal action is taken to otherwise dispose of such property. Upon the completion of the Treasurer's term of office, all such property of OMEGA shall be turned over to the succeeding Treasurer or the Executive board.

4. Secretary

The secretary shall attest the records of all meetings of OMEGA and the Executive Board. The Secretary shall further perform other such duties as may be directed by the membership or the Executive Board.

C. Officer Replacement

If any officer no longer can serve or has resigned, the position of such officer shall be replaced at the earliest Executive Board or membership meeting. The replacement of officers shall always be scheduled as the first order of business at any such meeting.

Article XVII

Executive Director

A. The Executive Director shall be the chief administrative officer of OMEGA. The Director shall be appointed for an indefinite period by a majority vote of the Executive Board and shall serve at the pleasure of the Executive Board. The duties of the office shall include but need not be limited to the following:

1. Prepare an annual budget for submission to the Executive Board.
2. Maintain full and complete records of all transactions of the agency.
3. Maintain full and complete records of all OMEGA property.
4. Assure compliance with all rules, regulations and requirements pertaining to the function and administration of the agency.
5. Prepare an annual report of the activities of OMEGA and the staff for publication.

6. Provide staff service for all standing and special committees upon agreeable time limitations.
7. Provide staff service for regular or special assignments of OMEGA or the Executive Board.
8. Perform other such duties as may be assigned by OMEGA or the Executive Board or as may become necessary for implementation of the goals and programs of the agency.
9. It shall be the responsibility of the Executive Director to fill any vacant staff position and remove any staff person for cause.

Article XVIII

Committees

A. Countywide Advisory Committee

A Countywide Advisory Committee may be formed in each of the member counties of OMEGA. It shall provide a means of communication between OMEGA and local governments through participation by all levels of local community citizens and officials. Membership in this Committee shall include all of the appointed representatives to the OMEGA organization and other such persons and organizations deemed desirable to implement the local planning and development goals, policies, and project.

The Countywide Advisory Committee shall organize and annually elect a Chairman, Vice-Chairman and Secretary from its general membership. Meetings shall be on the call of the Chairman at such time and place specified in a notice mailed to each member and any other interested person prior to such meeting. A quorum of the Committee shall consist of such number of members present and voting, or as set forth by the Committee Membership on adopted motion. (See guidelines)

It shall be the responsibility of the Committee officers to communicate the findings and actions of the Committee to OMEGA in order that each local program or project will receive benefit of local consideration in the deliberations of the Regional Organization.

The staff of OMEGA shall prepare and publish general guidelines for the duties and operation of the Countywide Advisory Committees. These guidelines shall set forth

the specific and general duties as anticipated of the Committees and may, from time to time, be revised to conform, to desired functional operations or actual operations. The establishment of each countywide advisory committee is determined by each county OMEGA members in conjunction with the county commissioners of that county. The establishment of each countywide advisory committee is voluntary.

B. Comprehensive Economic Development Strategy (CEDS) Committee

This committee shall review and approve the OMEGA CEDS report as needed to comply with US Department of Commerce, Economic Development Administration, rules and regulation. The committee's members are appointed by the OMEGA Executive Director with a majority of members being from the private and community sectors. The committee will have a minimum of seven and a maximum of eleven members.

C. OMEGA Revolving Loan Fund Committee

The RLF Committee is responsible for the review and approval/denial of loan applications; review of program guidelines, policies and procedures; and promoting the program in their respective counties.

In accordance with federal funding source guidelines, a majority of the Committee must possess commercial lending experience, credit analysis skills, and represent the private sector. The Revolving Loan Fund (RLF) Committee is composed of a Chairman and one representative from each county within the ten-county region served by OMEGA. All Committee representatives are appointed by their County Commissioners and serve a three-year term. The Committee Chairman is selected by the OMEGA Executive Director and Loan Administrator and serves indefinitely.

D. Ad Hoc Committees

Committees, other than herein listed, may be formed at the discretion of the President to provide OMEGA with specific and/or administrative advice as may from time to time be necessary to properly implement the goals and policies of the Region. Membership in these Ad Hoc Committees may be gleaned from any source, in any number of persons so long as at least one member of the Executive Board is included in the committee membership. These committees shall report their findings and recommendations to the appropriate person, committee or staff of OMEGA, as the instance may warrant.

Article XIX

Affirmative Action/Equal Employment Opportunity Program

- A. The Affirmative Action/Equal Employment Opportunity Program of the Ohio Mid-Eastern Governments Association has been duly adopted as a part of OMEGA's Personnel Policy.

Article XX

Amendments

- A. These bylaws may be amended by a simple majority vote of those members of OMEGA forming a quorum at a duly called meeting of the Region, provided the amendment under consideration and the exact wording has been mailed to each member at least thirty (30) days prior to the date of the meeting scheduled for consideration, discussion and vote of any such proposed amendment.

Article XXI

Fiscal/Budget Concerns

- A. The fiscal and budget year of OMEGA shall coincide with the state and federal fiscal periods of July 1 through June 30.
- B. The Fiscal Officer of OMEGA shall be an employee of OMEGA affirmed by the Executive Board. The Fiscal Officer shall carry out the office duties according to the Ohio revised code.

Article XXII

Annual Audit

An annual audit of the agency affairs shall be conducted according to applicable state and federal laws.

Article XXIII

Effective Date of These Bylaws

The Bylaws became effective upon acceptance of local governments representing at least seventy-five (75%) percent of the Total Region's population on July 16, 1975. The Bylaws of the Ohio Mid-Eastern Governments Association have been revised and approved by its membership on April 21, 2010 in accordance with the procedures of the Bylaws, and are immediately effective.

