

**Lorain Port and Finance Authority  
Board of Directors  
Bylaws & Personnel Committee Meeting  
Port Office  
Tuesday, October 11, 2022, at 5:30 p.m.**

**Committee Members:** Messrs. Mullins, Scott and Veard (3)

**Board of Directors:** Ms. Kiraly; Messrs. Nielsen and Zellers

**Staff:** Tom Brown, Executive Director  
Tiffany McClelland, Assistant Director  
Yvonne Smith, Accountant  
Kelsey Leyva-Smith, Office Manager

**Guests:** None

**I. Roll Call**

A. The meeting was called to order at 5:37 p.m. by Bylaws & Personnel Committee Vice Chairman Jon Veard Jr. with roll call indicating a quorum present.

**II. Report of Chairman**

1. Bylaws Update: Mr. Brown said as we were working on a grant proposal, we looked at our bylaws and we realized we aren't exactly following the Ohio Revised Code in some ways and are depriving ourselves of abilities we have as a port authority. Our bylaws haven't been updated very often. Some language is from when the board was established in 1964, and some doesn't make sense for us today. Ms. McClelland said this can be an open discussion. This was an update to align with the Ohio Revised Code, so any technical language was taken right from there. Anything outdated or not put into our bylaws was included. A lot was cleaned up to more accurately reflect how our organization operates. She said there is a lot of red, but it is not as intimidating as one might think. Mr. Mullins asked if it needed to be reviewed by an outside entity? Ms. McClelland said we don't have to, but Mr. Brosky would certainly review it. The auditor reviews our bylaws to make sure we're following them. When we reviewed the bylaws, we weren't exactly doing what we said we were doing. Mr. Scott asked for an example. Ms. McClelland said

one is any check over \$10,000 needs to be signed by two signatories. The bylaws previously had verbiage that made it look like only Tom or Tiffany and Carl or Brad could sign. Now it says any of those four approved signatories can sign. Mr. Brown said the secretary is an appointed position, according to Ohio Revised Code (ORC), and our current bylaws have it as an elected position that could be anyone, even people outside our organization. Ms. McClelland said that is absolutely inappropriate. (Mrs. Smith 5:44 p.m.) There have also been changes made to executive session rules that were added, so once passed we'll then be able to enter executive session for eight reasons instead of the current six. Mr. Brown said remote work was added in. Mr. Mullins asked with the four signatories, does one need to be staff and one need to be a board member? Ms. McClelland said no, she believed it was written that way because previously we only had one signatory in the office. Mrs. Smith confirmed. She said if ever Mr. Rick Novak wasn't available, she could go to Mr. Nielsen. She said we can have Local Public Services review our bylaws, too. That's what they're for. Mr. Nielsen asked if there was a timeframe we need to pass this by? Ms. McClelland said no. She and Mr. Brown were working on a grant and realized a part of our bylaws didn't make sense and hindered the grant opportunity. Mr. Scott confirmed the red is what is being added or taken out. Ms. McClelland said yes. Mr. Scott then asked about page 16 and the addition of board members attending by video or phone. Ms. McClelland said yes, that is now allowed by law. As long as the executive director and chairman agree. Mr. Brown said it's great discussion. We wanted to create flexibility, but in-person meetings are preferred. COVID prompted a lot of the changes. Ms. McClelland said sometimes we need a quick 5-minute meeting, and a virtual meeting could be a good solution. Mr. Zellers said on the first page, lets change to the new name. At the bottom of page 1, he wanted clarification. Ms. McClelland said this is from the ORC. If you serve as a board member, the majority of our board members must live or work in Lorain for a minimum of three years before being appointed. She said she will look into this further. The secretary doesn't need to be a board

member, but they must be a part of the port authority. Mr. Zellers said on page 4, the secretary (Mr. Brown) has the ability to delegate as appropriate and that sounds broad. Mr. Brown said it does, he's always done that: Mrs. Leyva-Smith does minutes, Mrs. Smith does financials, and Ms. McClelland is second in command. Mr. Zellers said on page 5, under terms of office, he wants to add nominations in March for elections in April. Mr. Nielsen asked if one-year was a long enough term? He doesn't see a problem, but he was curious about others' thoughts. Mr. Zellers asked what Ms. McClelland's title is in the bylaws? Ms. McClelland said she is identified as the assistant director.

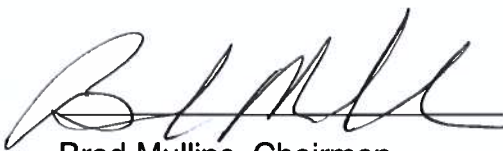
2. Meeting date and time discussion: Ms. McClelland asked if the board was comfortable with the current day and time for board meetings? It is the full discretion of the chairman. Just wanted to bring it up to see if anyone had any suggestions. Mr. Mullins said he wants to be conscious of everyone's time.

### III. Other Business

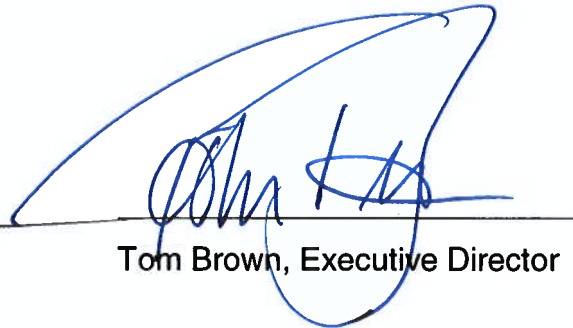
- A. None.

### IV. Adjournment

- A. There being no further business to come before the committee, Mr. Mullins moved to adjourn. Mr. Scott seconded. Meeting adjourned at 6:09 p.m.



Brad Mullins, Chairman



Tom Brown, Executive Director