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EXHIBIT A

BYLAWS GOVERNING

CONCORD TOWNSHIP-CITY OF PAINESVILLE JOINT ECONOMIC DEVELOPMENT DISTRICT

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CONCORD TOWNSHIP-CITY OF PAINESVILLE
JOINT ECONOMIC DEVELOPMENT DISTRICT

A. Sections 715.72 to 715.83 of the 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. The Township of Concord (the "Township") and the City of Painesville (the "City"), each authorized and directed by its legislative authority, entered into the Concord Township-City of Painesville Joint Economic Development District Contract (the "Contract") as of _____, 2008, to facilitate economic development to create or preserve jobs and employment opportunities and to improve the economic welfare of the people in the Concord Township-City of Painesville Joint Economic Development District (the "District"), the Township, the City, Lake County (the "County") and the State of Ohio (the "State").

C. Section 9 of the Contract provides that the Board of Directors of the District may adopt bylaws for the regulation of its affairs and the conduct of its business consistent with the Contract.

NOW, THEREFORE, the following provisions shall constitute the Bylaws of the Concord Township-City of Painesville Joint Economic Development District.

Section 1. Definitions. Any capitalized word or phrase used in these Bylaws 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 of Directors shall be the governing body of the District.

(A) Composition of Board of Directors. The Board of Directors shall be established and Organized as provided in Section 8 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 in accordance with procedures established in Section 6 hereof.

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- (B) Officers; Election Procedure.** The officers of the District shall be the Chairperson, Vice Chairperson, the Secretary and the Treasurer. The Chairperson shall be the Board member selected in accordance with Section 715.78 of the Revised Code and the Contract. The other officers shall be elected by and from the members of the Board; provided that the same Board member may serve as Secretary and Treasurer. The Board shall elect officers at the first meeting of the Fiscal 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 one-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 Section 715.78 of the Revised Code and the Contract.

- (C) Duties of Officers.**

(1) Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. 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 as provided herein 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 his duties 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 of Directors 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. Minutes of all Board meetings shall be kept by the Secretary and distributed to each member of the Board and to the City and the Township promptly after each Board meeting. The Secretary shall provide written notice to all members of the

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Board of Directors 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. The Board may designate or employ another person (including an employee of the District, the City or the Township, to keep minutes of Board meetings and to otherwise assist the Secretary in carrying out the duties of that office.

(4) Treasurer. The Treasurer of the District shall act as the fiscal officer of the District and shall be responsible for all fiscal matters of the District 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 an amount determined by the Board and 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 designate or employ another person (including an employee of the District, the City or the Township, 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 contracts 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. Four members of the Board of Directors shall constitute a quorum to transact business; provided that if the Board is composed of less than four members, three members of the Board of Directors shall constitute a

quorum. Each member of the Board shall have one vote and the affirmative vote of four members is necessary for any action taken by a vote of the Board. A member of the Board must be present in person at meetings of the Board in order to vote.

The Board of Directors shall meet at least once each calendar quarter, provided that the first meeting of the Board shall be held on or before December 10, 2008, at which time the Board shall determine the initial location for its meetings and its mailing address (which the Board may change from time to time) and elect the officers of the District. At its first

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meeting in each Fiscal Year, the Board shall set the dates, time and location for its regular meetings for that Fiscal 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 written request from two members of the Board of Directors. Notice, in writing, of each such meeting 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 or telecopy) 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.

All meetings of the Board of Directors 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 Revised Code, as that Section may be amended from time to time.

For the purpose of receiving mail and other notices, the initial mailing address of the Board shall be _____, Painesville, Ohio _____, and shall continue to be such until changed by the Board of Directors.

(E) Resolutions. All action of the Board of Directors, except as provided herein, shall be by resolution entered on its records. The affirmative vote of four members of the Board shall be required for the enactment of every resolution; provided that if the Board is composed of less than four members, a resolution must receive the affirmative vote of at least three members of the Board to be adopted. Unless otherwise specifically provided in the resolution or by Sections 715.72 or 715.83 of the Revised Code, all resolutions shall be effective immediately upon enactment,

subject to any authorizations or certifications required by the Revised Code to be made by the Treasurer or the Board.

(F) Powers and Duties.

(1) Prior to November 15 in each Fiscal Year, the Board of Directors shall adopt an annual budget for the following Fiscal Year based on the estimate of the total revenues and expenses of operating and administering the District and its programs for the next

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Fiscal Year.

(2) Prior to November 15 in each Fiscal Year, the Board of Directors shall approve the annual appropriations of the District for the next Fiscal Year based upon the annual budget determined pursuant to the preceding paragraph.

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

(4) At its first meeting, the Board of Directors shall adopt a resolution to levy an income tax within the District in accordance with Section 715.74 of the Revised Code and Section 10 of 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"), provided that such agreement may be assigned or subcontracted to another agency by the City.

(5) The Board of Directors shall exercise the powers and perform the duties and functions set forth in Section 9 of the Contract.

(6) In addition, the Board of Directors may:

- (a)** act as the managerial body for the District;
- (b)** appoint one or more advisory committees, as provided in Section 4 hereof, if determined by the Board to be necessary or appropriate to assist the Board in the management of the District;
- (c)** direct the Treasurer concerning disbursements from the funds maintained by the District;
- (d)** 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
- (e)** make determinations concerning any matter relating to the District and its programs, including but not limited to: (i) amendments to or modifications of the Bylaws, (ii) appropriations of the District, and (iii) do all acts and things necessary and convenient to carry out the powers granted in the Contract.

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(7) There is reserved in the Board of Directors the authority, at all times, to delegate, transfer, assign and reassign 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 and of any of its committees 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.

(a) **Regular Meetings.** The Secretary shall post a statement of the time and place of the first regular meeting of the Board of Directors for the Fiscal 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 of Directors or of any advisory committee appointed by the Board of Directors for each calendar year not later than the second day preceding the day of the second regular meeting of the Fiscal 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 Fiscal 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 of the City and the Township Hall of the Township.

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- (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 of Directors or any advisory committee at least 24 hours before the time of the special meeting. That notice shall be in addition to any other notice these Bylaws 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 therefore. Such requests may be modified or extended only by filing a complete new request with the Secretary. The request shall specify whether the request is for meetings of the Board or for an advisory committee, if any, the name of the news media, the name and address of the person to whom written notifications to the media can be mailed, and at least one telephone number that can be called at any hour 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.
 - (c) In the event of an emergency requiring immediate official action, a special meeting may be held even 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 give written notification or oral notification, or both, as the person or persons giving such notification

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determine, of the time, place and purpose of the meeting to the requesting news media. The record of any such meeting shall state the general 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 telephone number or numbers at which the person can be reached during and outside of business hours, whether the Board or an advisory committee, if any, is the subject of the request, 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 must be accompanied by a supply of self-addressed, stamped envelopes in addition to any fee that the Board determines to be reasonable to cover costs of providing such notifications. 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 lasts. 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

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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) The Secretary, or any person acting on behalf of or under the authority of the Secretary, or any member of the Board or advisory committee, if any, shall, upon request and within a reasonable time, submit a certificate of the Secretary or any person acting on behalf of or under the authority of the Secretary, as to compliance with this Section of these Bylaws as to notice and notification. A reasonable attempt at notification shall constitute notification in compliance therewith. That certificate shall be conclusive upon the Board as to the facts set forth therein.

Section 4. Advisory Committees.

The Board of Directors may appoint one or more advisory committees to assist the Board in the management of the District or any of its programs. The members of an advisory committee shall be appointed by and shall serve at the pleasure of the Board and for such period of time as may be determined by the Board. Members of the

advisory committee shall serve without pay. At least one member of the Board shall serve as liaison to each advisory committee. Each advisory committee shall perform the duties directed by the Board.

The Board of Directors shall appoint a chairperson and vice chairperson for each advisory committee. The advisory committee chairperson shall preside at all committee meetings and prepare the agenda for each meeting following consultation with the Board. In the absence of the committee chairperson, the committee vice chairperson shall preside at committee meetings. The committee vice chairperson shall succeed to the office of the committee chairperson, should it be vacated before the end of a term, and shall assist the committee chairperson in the discharge of the chairperson's duties.

Each advisory committee shall make recommendations to the Board concerning any matter referred to it by the Board.

Section 5. Conduct of Meetings.

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All meetings provided for in these Bylaws shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Revised*, unless otherwise directed by these Bylaws or by resolution of the Board of Directors, or any advisory committee with respect to the meetings of each of those bodies. The Chairperson (and, in the case of an advisory committee, the committee chairperson) shall be the parliamentary procedure officer and the decisions of such chairperson with respect to matters of parliamentary procedure shall be final.

Section 6. District Funds.

The District's funds shall be established and maintained by the Treasurer of the District 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. Separate other funds may be established for additional programs or projects of the District as provided in the Contract. 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. Money may be transferred from the General Fund to any other fund of

the District by action of the Board. Any interest earned on money in any District fund shall be credited to that fund. Disbursements may be made from a District fund 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, costs and expenses of studies

undertaken relating to new programs that may be of benefit to the District, fees and expenses provided under the Contract or the Tax Agreement or of consultants and lawyers, 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 shall request the Administrator to make quarterly reports to the Board concerning all contributions to and disbursements from the District's funds during the preceding calendar quarter.

Section 7. Amendments.

These Bylaws may be modified, amended or supplemented in any respect upon approval of the modification, amendment or supplement by at least four members of the Board of

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Directors. The Secretary shall promptly provide a copy of the modified, amended or supplemented Bylaws to the City and the Township.

Section 8. Transition.

In the first Fiscal Year of the Board's operations, actions required by these Bylaws to be taken by the Board of Directors prior to specified dates shall be taken as soon as practical following the effective date of the Bylaws.

ADOPTED on _____, 2008.

**CONCORD TOWNSHIP-CITY OF PAINESVILLE
JOINT ECONOMIC DEVELOPMENT DISTRICT**

Secretary