

By-Laws of the Spencer County Port Authority
(Adopted January 20, 2022)

ARTICLE I
BOARD; OFFICES; BOOKS AND RECORDS; AUTHORITY

Section 1.1. Board. The Board of Directors of the Spencer County Port Authority (herein referred to as the "Port Authority") is the governing body of the Port Authority.

Section 1.2. Offices. The Port Authority shall maintain a principal office in Spencer County, Indiana.

Section 1.3. Books and Records. The Port Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and each committee having any of the authority of the Board, as well as a record of the name and address of each Director. The books and records of the Port Authority shall be kept at its principal office and/or at such other place or places, as the Board of Directors shall from time to time determine.

Section 1.4. Authority. The Port Authority derives its authority from Indiana statutes (IC 8-10-5) as amended, and Spencer County Commissioner's Resolution 05, dated April 15, 1997.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1. General Powers. The business and affairs of the Port Authority shall be managed by, or under the authority, of the Board.

Section 2.2. Number/Term of Office. The Port Authority shall consist of five members. All Directors are to be appointed by the Spencer County Executive.

Section 2.3. Term/Staggering. The directors of the Port Authority first appointed shall serve for a term of four (4) years, except that any person appointed to fill a vacancy shall be appointed to only the unexpired term and any director shall be eligible for reappointment.

Section 2.4. Qualifications. In addition to the requirements in Section 2.2, a Director shall demonstrate a willingness to provide meaningful oversight with respect to the Port Authority's statutory mission of promoting the general welfare, promoting development, encouraging private capital investments through the creation of industrial facilities and industrial parks, and endeavoring to increase the volume of commerce. No Director shall be an elected official of the State of Indiana or any of its political subdivisions.

Section 2.5. Vacancies. Vacancies in the board occasioned by resignations or otherwise shall be reported to the County Executive. Any vacancy created by the removal, resignation, death, disqualification or failure or inability to fulfill the duties of a Director shall be filled as provided in Section 2.2 of these By-Laws, except that the Director appointed to fill the vacancy shall only serve for the remainder of the vacated term. The Director may thereafter be appointed to serve one or more full terms as provided in Section IC 8-10-5-5.

Section 2.6. Meetings. Regularly scheduled meetings of the Board shall take place on the second Tuesday of each month. The Chairperson or any two (2) other Directors acting jointly may call special meetings upon seven (7) days' advance written notice to all other Directors. Under exigent circumstances, the Chairperson may call an emergency meeting upon notice to all Directors that is reasonable under the circumstances. Notice of the time, date, and place of each meeting of the Board, its tentative agenda, and whether any portion of the meeting will be closed shall be given to the public at least forty-eight (48) hours in advance of the meeting time, exclusive of weekends and holidays, in a manner reasonably calculated to advise the public of the matters to be considered and in compliance with the Indiana Open Meetings Act, IC 5-14-1.5-1, as amended.

Section 2.7. Quorum. All meetings of the Board shall require the presence of a quorum, consisting of at least three (3) of the five (5) Directors. Action by the Board shall be authorized if and when a majority of the Directors present at a meeting votes in favor of such action.

Section 2.8. Attendance at Meetings. Attendance at each meeting of the Board is very important in order for the Port Authority to carry out its mission. A Director who is going to be absent from a meeting of the Board shall so notify the Chairperson. A Director who is absent from three (3) consecutive meetings shall be deemed to have vacated their position and said vacancy shall be filled as provided in Sections 2.2 and 2.5 of these By-Laws.

Section 2.9. Agenda. The Chairperson of the Port Authority shall prepare an agenda for each regular and special meeting of the Board. Directors may contact the Chairperson to request items to be put on the agenda. The deadline for requesting items to be put on the agenda shall be no later than 48 hours prior to the meeting.

Section 2.10. Public Meetings, Records, Custodian of Records. All meetings and records of the Board shall be open to the public, except otherwise authorized under the provisions of Indiana's Open Meetings Act, Section IC 5-14-1.5-1., as amended. The Board shall identify a custodian of the records of the Port Authority by Resolution duly adopted.

Section 2.11. Removal. The County Executive holds the power and authority not to reappoint any Director when their term expires. If it is discovered that a Director is serving in a capacity with a funded agency that constitutes a conflict of interest, the Director will be asked to end that relationship immediately or immediately submit their resignation from the Port Authority.

Section 2.12. Conflicts of Interest. No Director shall have any direct financial interest in any contract or business transaction of or with the Port Authority, nor shall a Director have any direct financial interest in any property, supplies, facilities or equipment purchased or leased by the Port Authority. Directors are public officials who shall be subject to the provisions of IC 35-44.1 regarding the conduct of public officers and employees.

Section 2.13. Compensation. Each member of the Board of Directors shall be entitled to receive from the Port Authority such sum of money as the Board of Directors may determine as compensation of service as director and reimbursement for member's reasonable expenses in performance of the member's duties.

ARTICLE III COMMITTEES

Section 3.1. The Board may from time to time establish such committees and confer upon them such powers as it deems expedient for the conduct of the Port Authority's business. The Board may similarly provide that the members of such committees need not all be members of the Board.

ARTICLE IV OFFICERS

Section 4.1. Officers. The officers of the Port Authority shall consist of Chairperson, Vice Chairperson, Secretary/Treasurer and such other offices as may from time to time be established by the Board.

Section 4.2. Terms. The terms of each officer shall be for one (1) year from the election at the first regular meeting of the Board in each calendar year. Officers may be re-elected.

Section 4.3. Election. Nominations are made for officer positions at the first regular meeting of the Board in each calendar year, starting with the Chairperson. In any case in which there is more than one nomination for an office, a secret ballot shall be taken. The nominee receiving the majority of votes shall be the officer. In the case of only one (1) nomination, the majority vote of the Board shall determine the officer.

Section 4.4. Removal from Office. Any officer may be removed for cause during a term of office by two-thirds (3/5) vote of all Directors upon due and reasonable notice and hearing. Inefficiency, violation of the law or rules governing the Port Authority, or physical or mental conditions that incapacitate such officer from performing the duties of the office, shall be cause for removal from office.

Section 4.5. Vacancies. The Board at the next available meeting shall fill a vacancy in any office, however arising. An officer elected to fill a vacancy shall serve for the unexpired term of such officer's predecessor in office.

Section 4.6. General Powers. Except to the extent otherwise provided by law, the powers and duties of the officers of the Port Authority as prescribed in these By-Laws are subject to alteration or suspension by the Board from time to time in general or specific instances or for specific purposes, all as set in the resolution of the Board effecting such alteration or suspension.

Section 4.7. Chairperson. The Chairperson of the Port Authority shall preside at all meetings of the Board. The Chairperson, or any other officer so authorized by resolution of the Board, shall have the power to sign agreements, documents and instruments executed in the name of the Authority. The Chairperson shall assign members to committees. The Chairperson is authorized to sign checks authorized by the Board.

Section 4.8. Vice Chairperson. In the absence of the Chairperson, or at the discretion of the Chairperson, the Vice Chairperson shall preside at meetings of the Board. The Vice Chairperson is authorized to sign checks and contracts authorized by the Board in the Chairperson's absence.

Section 4.9. The Port Authority shall, upon the vote of a majority of the members of the Board of Directors, have the authority to enter into Agreements and Memoranda of Understanding in order to further the purpose of the Port Authority. To be effective, any such Agreement or Memorandum of Understanding shall require the signature of the Chairperson.

**ARTICLE V
FISCAL YEAR**

Section 5.1. Fiscal Year. The fiscal year of the Port Authority shall begin on the first day of January and end on the thirty-first day of December each year.

**ARTICLE VI
BY-LAWS**

Section 6.1. These By-Laws may be altered, amended, or repealed and new By-Laws provided by a majority of the Board at a meeting of the Board where notice is given of such changes. However, no alteration, amendment, or repeal shall permit the Board to carry on an activity or do any act not permitted by or contrary to county, state or federal law.


**ARTICLE VII
WAIVER OF NOTICE**

Section 7.1. Whenever any notice whatever is required to be given under the provisions of these By-Laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE VIII
ANNUAL REPORT**

Section 8.1. The Board shall have prepared, and file annual reports as required by the Port Authority Law, any County ordinance, or any other law.

Adopted this 20th day of January, 2022.



John Bowen, CHAIRPERSON

Attest:



John Obermeier, SECRETARY