



## **BUCKEYE TOBACCO SETTLEMENT FINANCING AUTHORITY**

### **BYLAWS**

#### **I. DEFINITIONS**

**Section 1.1.** As used in these Bylaws: “Authority” means the Buckeye Tobacco Settlement Financing Authority created by Section 183.52 of the Revised Code; “Chairman”, “Secretary”, “Assistant Secretary”, “Treasurer” and “Assistant Treasurer” means those officers of the Authority; “members of the Authority” means the Governor, Treasurer of State and Director of Budget and Management, and officers who by law perform the functions of such offices during any vacancy therein, and as applicable includes designees acting pursuant to Section 183.52 of the Revised Code and these Bylaws; and “designees” means those officers or employees designated and acting pursuant to Section 183.52 of the Revised Code and Section 2.1.

**Section 1.2.** References to a “Section \_” without further identification is to that section of these Bylaws.

#### **II. DESIGNATED MEMBERS TO SERVE AT MEETINGS**

**Section 2.1.** Each of the state officers named in Section 1.1 may designate an officer or employee of that officer’s office to attend meetings of the Authority when that officer is absent or unable for any reason to attend. Such designation shall be made in writing, signed by the designating officer, and filed with the Secretary. The Secretary shall furnish forms for such designations. Each such designation is effective until and unless revoked in writing, signed by the designating officer and filed with the Secretary or until a new designation is filed with the Secretary in the manner provided above.

**Section 2.2.** Each designee who is present at a meeting shall, during such time as the designating officer is absent, be counted in determining whether a quorum is present and may vote and participate in all proceedings and actions of the Authority.

**Section 2.3.** A designee, as such, shall not execute or cause his facsimile signature to be placed on any obligation, or execute any trust agreement of the Authority.

### **III. OFFICERS OF AUTHORITY**

**Section 3.1.** The Governor shall serve as Chairman, the Director of Budget and Management shall serve as Secretary, and the Treasurer of State shall serve as Treasurer. The Authority may, upon recommendation of the Director of Budget and Management, appoint an Assistant Secretary and may, upon recommendation of the Treasurer of State, appoint an Assistant Treasurer, who may but need not be members of the Authority, to serve at the pleasure of the Authority.

**Section 3.2.** The Chairman shall preside at all meetings of the Authority; decide all questions of order; and perform all duties conferred upon such officer by law, and such other duties as the Authority may from time to time prescribe or authorize. If the Chairman is absent from a meeting, his designee shall serve as Chairman for that meeting; and if that designee is also absent from the meeting the Authority shall appoint a member of the Authority to serve as Chairman for that meeting.

**Section 3.3.** The Secretary shall keep minutes of all meetings of the Authority; be the custodian of, and shall provide facilities in his official office for the custody of, the official seal of the Authority and all records, contracts, documents and papers of the Authority; give notice of all meetings of the Authority and any of its committees, including notice required pursuant to Section 121.22 of the Revised Code; and perform all duties conferred upon such officer by law, and such other duties as the Authority may from time to time prescribe or authorize.

**Section 3.4.** The Treasurer shall perform all duties conferred on such officer by law, and such other duties as the Authority may from time to time prescribe or authorize.

**Section 3.5.** The Assistant Secretary shall assist the Secretary in the performance of the Secretary's duties, and serve as secretary at meetings at which the Secretary is absent. If both the Secretary and Assistant Secretary are absent from a meeting, the Authority shall appoint a member of the Authority to serve as secretary of the meeting. The Assistant Secretary may also perform any functions of the Secretary in the absence of or in place of the Secretary as the Secretary may authorize; and any such action by the Assistant Secretary shall be deemed conclusively to be authorized by the Secretary unless the Secretary has theretofore filed rules with the Authority setting forth functions of the Assistant Secretary in which event the Assistant Secretary shall perform only those additional functions as are set forth in those rules as in effect from time to time; provided that the Assistant Secretary shall, nevertheless, perform such duties as are from time to time prescribed or authorized by the Authority. The Secretary shall reflect these rules in the minutes of the Authority.

**Section 3.6.** The Assistant Treasurer shall assist the Treasurer in the performance of the Treasurer's duties. The Assistant Treasurer may also perform any functions of the Treasurer in the absence of or in place of the Treasurer as the Treasurer may authorize, and any such action by the Assistant Treasurer shall be deemed conclusively to be authorized by the Treasurer unless the Treasurer has theretofore filed rules with the Authority rules setting forth functions of the Assistant Treasurer in which event the Assistant Treasurer shall perform only those functions as are set forth in those rules as in effect from time to time; provided that the Assistant Treasurer shall, nevertheless, perform such duties as are from time to time prescribed or authorized by the Authority. The Secretary shall reflect these rules in the minutes of the Authority.

## IV. MEETINGS

**Section 4.1.** Regular meetings of the Authority shall be held at such dates, times and locations as shall be fixed or provided for by vote of the members of the Authority at a meeting of the Authority duly called and held, and additional meetings may be called by the Chairman or by the Secretary, or by any two members of the Authority.

**Section 4.2.** The Secretary shall give members of the Authority written notice of the date, time and location of all meetings. Such notice may but need not also be given to those who are designees when the notice is given. Such notice shall be given by depositing it, at least 48 hours in advance of the meeting, in the United States mail in a postage prepaid envelope addressed to each of the members of the Authority at their official office, or by delivering it, at least 24 hours in advance of the meeting, at their official office. Such notice may be waived in writing, either before or after the meeting involved, by any of the members of the Authority not so notified, and shall be waived without necessity for such writing by the attendance of such member or their designee at such meeting.

**Section 4.3.** The Secretary shall, whenever possible, deliver with the notice of a meeting provided for in Section 4.2 the proposed agenda of the meeting. However, any business may be considered or acted upon at any meeting of the Authority whether or not set forth in the agenda of that meeting and whether or not an agenda of that meeting had been delivered to the members of the Authority prior to that meeting.

**Section 4.4.** Meetings of the Authority may be held at any location within the State of Ohio, provided that no meeting shall be held other than in the City of Columbus unless approved by vote of two members of the Authority at a previous meeting. Business of the Authority and of its committees shall be transacted only in meetings in compliance with Section 121.22 of the Revised Code and these Bylaws.

**Section 4.5.** Except as provided otherwise from time to time by law, or by rule, bylaw or other action of the Authority, proceedings of the Authority shall be governed by the parliamentary rules set forth in the then latest edition of *Robert's Rules of Order*.

**Section 4.6.** The Chairman shall determine the order of business for each meeting of the Authority.

**Section 4.7.** Two members of the Authority constitute a quorum and the affirmative vote of two members of the Authority is necessary for any action taken by a vote of the Authority.

**Section 4.8.** Any meeting of the Authority, whether or not a quorum is present, may be adjourned by the member, or by a majority of the members of the Authority, present at such meeting to a stated date, time and location, without necessity for further notice to any member of the Authority. The Secretary shall make a reasonable effort to inform absent members of the Authority and designees of the date, time and location of such adjourned meeting, but failure of such information for any reason shall not in any way affect the ability of a quorum of the Authority to act at such adjourned meeting on any matter coming before the Authority at such meeting.

**Section 4.9.** The minutes of each meeting of the Authority and of any Authority committee shall be promptly prepared by, and filed and maintained in the office of, the Secretary, and shall be open to public inspection. The minutes of each meeting of the Authority shall contain a record of all actions taken by vote of the Authority. The Secretary shall furnish to each member of the Authority a copy of the minutes of a meeting of the Authority or of any of its committees as soon after that meeting as is practical, and those minutes shall be submitted for approval to a subsequent meeting of the Authority. [Amended March 18, 2009]

## **V. ANNUAL BUDGET AND FINANCIAL STATEMENTS**

**Section 5.1.** The Authority shall annually prepare an operating budget identifying the operating costs of the Authority and a financial statement covering the Authority's operations for the preceding fiscal year, as required by Section 183.52 of the Revised Code.

## **VI. NUMBERING OF RULES, REGULATIONS AND RESOLUTIONS**

**Section 6.1.** Rules and resolutions of the Authority shall be numbered as determined by the Secretary.

## **VII. AMENDMENTS**

**Section 7.1.** These Bylaws may be amended or repealed, in whole or in part, at any meeting of the Authority by the affirmative vote of two members of the Authority.

---

Originally Adopted: July 2, 2007

Amended: March 18, 2009 [Section 4.9]