

**BY LAWS**

**OF THE**

**REGIONAL COMMISSION**  
**TO STUDY AND ADDRESS OIL AND GAS WELL**  
**DRILLING AND EXPLORATION**

Convened by the Village of Gates Mills, Ohio

Adopted January 20, 2015  
Amendments Adopted February 17, 2015 and June 16, 2015

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OIL AND GAS WELL DRILLING AND EXPLORATION**

The Village of Gates Mills, pursuant to Resolution 2014-25, has established the Regional Commission to Study and Address Oil and Gas Well Drilling and Exploration, and its members have adopted the following By Laws for the governance and operation thereof.

**ARTICLE I  
NAME AND MISSION**

**Section 1.1 Name.** The name of this regional organization is the Regional Commission to Study and Address Oil and Gas Well Drilling and Exploration (the Commission). The Commission's area for planning and consideration encompasses the Village of Gates Mills and its neighboring areas, including the Counties of Cuyahoga, Geauga, Summit and Portage.

**Section 1.2 Mission.** The Commission will serve as a forum for education and discussion in order to formulate a regional response to safeguard the health, safety and welfare of the region's residents in connection with the extraction of hydrocarbons in the Commission's planning area. The Commission will support this mission by: (1) exploring all legal and political options available to local communities to respond to the potential increase in oil and gas exploration, production, and the development of a pipeline distribution network; (2) seeking to hold all existing and future oil and gas wells and production facilities accountable to the State of Ohio's regulations and standards; (3) serving as a forum for local residents and public officials to share information and engage in regional discussion; (4) providing information and technical education to benefit area communities; and (5) advocating interests of the region with state and federal decision-makers, and with private interests.

**Section 1.3 Duration.** It is anticipated that the Commission will be in existence for a period of one year, expiring on December 31, 2015. The Village of Gates Mills may, by resolution, extend the existence of the Commission beyond such date, in whatever form it deems appropriate, or may terminate the Commission prior to such date if it determines that the Commission's mission has been fulfilled.

**ARTICLE II  
MEMBERS**

**Section 2.1 Members.** Membership of the Commission will consist of local and regional residents, political leaders, attorneys, scientists, and others with relevant technical expertise to aid the Commission in the fulfillment of its mission. The maximum number of

Commission members will be 50, and will include sufficient regional and technical representatives needed to formulate an appropriate regional response addressing the needs and concerns of the Village of Gates Mills and its surrounding communities. Notwithstanding the forgoing, an elected or appointed official of any municipality in the Commission's planning area may be added as a member of the Commission without regard to the stated maximum number of Commission members.

**Section 2.2 Appointment and Term.** Members of the Commission will be appointed in January by the Mayor of the Village of Gates Mills during each year of the existence of the Commission. Additional members may be appointed in the same manner at any time during the year in order to achieve the necessary regional and technical representation. Members will serve until January of the calendar year following the year in which they are appointed, regardless of the date of their original appointment.

### **ARTICLE III COMMISSION LEADERSHIP**

The operation of the Commission will be managed by a Chairperson or by two Co-Chairs, each of whom will be appointed by the Mayor of the Village of Gates Mills. The Chair or Co-Chairs will be appointed each year in January and will serve until January of the following calendar year, unless such Chair or Co-Chair resigns or is removed by the Mayor of the Village of Gates Mills prior to such date.

### **ARTICLE IV ORGANIZATION OF THE COMMISSION**

**Section 4.1 Regular Meetings.** Regular meetings of the Commission will be held on the third Tuesday of each month the Village of Gates Mills Community House, or such other location and time as the Commission designates.

**Section 4.2 Special Meetings.** Special meetings of the Commission may be called at any time by the Chair or Co-Chairs. Notice of special meetings will state the purposes of the proposed meeting.

**Section 4.3 Notice of Meetings.** Written notice stating the time, place and, in the case of a special meeting the purpose, will be delivered to each Commission member at least seven days before a regular meeting, and four days prior to any special meeting, either personally, by regular mail, email, fax, telephone, or any other means permitted by law. All meetings of the Commission, its committees, subcommittees, advisory councils and task forces will be open to the public pursuant to the Ohio Sunshine Law, Revised Code Section 121.22, *et seq.* Executive sessions and other closed meetings will be held only as permitted by law.

**Section 4.4 Presiding Officer.** Meetings of the Commission will be presided over by the Chair or by either or both Co-Chairs. In the absence of the Chair or both Co-Chairs, the Mayor of the Village of Gates Mills will appoint a member of the Commission to preside. A

member of the Commission will act as secretary at all meetings and will keep full and accurate minutes of the Commission's process and decision-making.

**Section 4.6 Quorum; Action of the Commission.** The presence of a majority of the members of the Commission shall constitute a quorum to transact business. Once established for any meeting of the Commission, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The affirmative vote of a majority of Commission members present at a meeting at which a quorum is present shall constitute the action of the Commission on any matter presented for decision, including the adoption or issuance of reports or recommendations of the Commission or any of its Committees.

**Section 4.8 Procedure.** All meetings of the Commission or any of its committees or subcommittees will be conducted according to *Robert's Rules of Order*.

**Section 4.9 Conflicts of Interest.**

(a) Each person who is a member of the Commission has a duty to exercise his or her responsibilities in the best interests of the Commission. Because it is expected that many Commission members will have their own biases or strongly held beliefs about one or more of the issues that may come before the Commission, a strong bias or belief will not itself be grounds for abstaining from Commission activities or votes. In fact, Commission members are requested to share such biases and beliefs when they become relevant.

(b) A Commission member's conflict of interest, or an appearance of a conflict of interest, based on financial gain or active involvement in a related organization, could call into question a member's true motivation and/or obligation to the Commission, which could taint the Commission's deliberation process in the eyes of the public. A conflict of interest based on financial gain or active involvement in a related organization would arise in the following situations:

(i) The member owns a significant share of, is a director or senior manager of, or is in any position of authority in any entity which would be materially and financially benefited if the subject matter of a given resolution or motion were adopted by any governing body.

(ii) The member is a director, trustee or person in a position of authority in any entity that advocates for or against a position or action which is or would be materially affected if the subject matter of a given resolution or motion were ultimately adopted by any governing body.

(iii) The member represents a client in a professional capacity including, but not limited to, an attorney, accountant, financial advisor, architect, engineer, lobbyist or any other member of a profession which has a standard of rules of ethics that would give rise to an actual or apparent conflict of interest due to the professional's obligation to act in the best interests of his or her client.

(iv) The member has a financial interest in intellectual property, which would become more valuable and/or generate more royalties or other revenues if the subject

matter of a given resolution or motion were ultimately adopted by any governing body.

These are not intended to be the only situations in which a conflict of interest would or would appear to exist, but in these situations a conflict of interest will give rise to a rebuttable presumption of a conflict of interest.

(c) Any Commission member with a conflict of interest, as described above, must report that actual or apparent conflict of interest to the Co-Chairs of the Commission or to the Chair of Co-Chairs of the relevant Commission Committee, and should consider abstaining from voting on a particular motion or resolution before the Commission, or before any Committee of the Commission or any other body created thereby. A member with a conflict should state that they are abstaining from the vote due to a conflict of interest, or the Commission Co-Chairs or Committee Chair would so state if appropriate.

(d) Any person, whether or not a Commission member, may bring to the attention of the Commission, or a Committee or other body thereof, the possibility of a conflict of interest of a particular Commission member. The member alleged to have a conflict of interest will be requested by the Co-Chairs of the Commission, relevant Committee or related body to respond to the suggestion of potential conflict.

(e) In the event that there is determined to be an existing conflict or an appearance of conflict, the conflicted member:

(i) may participate in any Commission, Committee or other body investigation, deliberation, discussion or other activity, except as noted in (ii) and/or (iii) below, provided the Commission member, has disclosed the conflict of interest to the relevant body;

(ii) should refrain from making or seconding any motion and abstain from voting on any motion or resolution which gives rise to or is a material part of the actual or appearance of a conflict of interest; and

(iii) should refrain from participating in the final drafting of sections of any official report of the Commission or any of its Committees which gives rise to or appears to give rise to a material portion of the conflict at issue. The member to whom the conflict applies may draft and submit an individual report pertaining to the conflicted issue, if they so choose.

## **ARTICLE V**

### **COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS and TASK FORCES**

**Section 5.1 Establishment of Committees, Subcommittees, Advisory Councils and Task Forces.** The Chair or Co-chairs will establish various Committees, Subcommittees, advisory councils and task forces as necessary or appropriate to provide advice and policy recommendations to the Commission. Unless the Commission otherwise provides, each Committee, Subcommittee, advisory council or task force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Committee, Subcommittee, advisory

council or task force will conduct business in the same manner as the Commission conducts business.

## **Section 5.2 Committees and Subcommittees.**

(a) Committees. The Committees of the Commission will be the Legal and Legislative Affairs Committee, the Safety Committee, the Science, Technology and the Environment Committee, and the Communications and Political Outreach Committee. Each Committee will provide advice and policy recommendations to the Commission in specific functional areas and provide a forum for in-depth discussion and analysis of relevant issues or agenda items prior to consideration by the Commission, and is encouraged to issue written recommendations, fact findings and other reports, as necessary, as part of the fulfillment of its responsibilities. Each Committee will keep regular minutes of its proceedings.

(b) Membership. Initial Committee and Subcommittee members will be appointed by the Chair or Co-Chairs of the Commission. Appointments will be made and effective as of the first Commission meeting in January of each year. Additional Committee and Subcommittee members may be appointed from time to time by the Chair or Co-Chairs of the Commission in consultation with the Committee or Subcommittee Chair. The Chair or Co-Chairs of the Commission will serve as ex officio members (without vote in that capacity) of all Committees and Subcommittees.

(c) Officers. The Chair or Co-Chairs of the Commission will appoint a member of the Commission as Chair of each Committee and Subcommittee, which appointments will be effective as of the first Commission meeting in January of each year. A Co-Chair or such other officers as the Committee or Subcommittee members deem necessary may be elected by a majority of the Committee or Subcommittee membership. The term of office for each Committee or Subcommittee Chair or Co-Chair will be one year, beginning in January of each year, or until such member's earlier resignation or removal.

(d) Meetings. Each Committee and Subcommittee will hold regular meetings as necessary at a time and place to be determined and will publish a calendar of its meetings. Special meetings and the initial meeting of each year may be called by the Chair of the Committee or Subcommittee or by the Chair or Co-Chair of the Commission, on at least four days notice (oral or written).

(e) **Quorum; Action of the Committees.** The presence of a majority of the members of any Committee or Subcommittee shall constitute a quorum to transact business. Once established for any meeting, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The affirmative vote of a majority of Committee or Subcommittee members present at a meeting at which a quorum is present shall constitute the action of the Committee or Subcommittee on any matter presented for decision, including the adoption or issuance of reports or recommendations. All Committees and Subcommittees will present their recommendations to the Commission for action, and no act of any Committee or Subcommittee will be considered an act of the Commission without formal approval or action by the Commission.

(f) Procedure. Meetings of any Committee or Subcommittee will be conducted according to *Robert's Rules of Order*. Such meetings will be presided over by the Chair or Co-Chairs of the Committee or Subcommittee, or in her or her absence, by such other member of the Committee or Subcommittee as appointed by the Chair.

**Section 5.3 Legal and Legislative Affairs Committee.** The Legal and Legislative Affairs Committee will research current local and state laws and regulations and evaluate the legality and effectiveness of potential means of local control of oil and gas well exploration, drilling and production in the region served by the Commission. Responsibilities will be assigned by the Commission and may include, without limitation, monitoring current legal developments relevant to the Commission's mission; surveying communities in the region regarding any attempts and local control or influence over wells and production facilities; investigating the effectiveness of restrictions on access to public and private property; researching zoning laws, deed restrictions, conservation easements and other similar legal options related to ownership and control of private and public property; proposing specific laws, regulations or administrative code provisions relating to the mission of the Commission; recommending best practices for use by the region's residents in negotiating potential leases with drilling companies; and assessing the permissibility of various responses developed by the Commission.

**Section 5.4 Safety Committee.** The Safety Committee will make recommendations to the Commission regarding policies and procedures to ensure the health, safety and welfare of the residents of the region served by the Commission. Responsibilities will be assigned by the Commission and may include, without limitation, making recommendations for locations of wells and production facilities relative to residences, schools, hospitals and other health care facilities, congested commercial areas and other public facilities; surveying communities in the region regarding the status of wells and production facilities; reviewing the effect of well and production facilities on the police, fire, dispatch and other public safety departments within the region; researching issues concerning traffic and roadways resulting from activities related to drilling, production facilities and distribution systems; reviewing the State of Ohio's compliance with standards and regulations for existing and future wells to protect the health, safety and welfare of its residents; and developing recommendations for best practices for the training of public safety officials to respond to accidents or other issues relating to oil and gas well drilling and exploration.

**Section 5.5 Science, Technology and the Environment Committee.** The Science, Technology and the Environment Committee will educate the Commission on current technology relating to oil and gas well drilling and production, as well as the environmental impact of such activities on the region. Responsibilities will be assigned by the Commission and may include, without limitation, informing the Commission on the location and structure of existing hydrocarbon deposits in the region and the region's geological characteristics relating thereto; researching the effect of wells, production facilities and related activities on the region's environment, including its flora and fauna, ground water, soil, air and ecosystem, whether from pollution, destruction of ecosystems, loss of trees and habitat, light, sound, dust

or debris; and keeping apprised of developing and emerging technology relating to oil and gas well drilling and production and its effects on the region and the environment.

**Section 5.6 Communications and Political Outreach Committee.** The Communications and Political Outreach Committee will inform members of the Regional Commission, residents, the public, applicable political subdivisions of the state, and the media about the research, learnings, and recommendations of the Regional Commission. A network of communication channels, including a website, will be established in order to efficiently communicate within the Regional Commission and to all of its constituencies. A timetable for communications will be determined according to need as issues emerge for which the Regional Commission has an applicable response. In addition, this committee may be assigned responsibility to seek information from constituents about their needs, concerns and knowledge, e.g., exploring the potential for gains or losses in tax revenues and property values from drilling and production facilities, experiences of best practices with regard to safety, or positions on current state legislation or litigation related to zoning, drilling, conservation easements, etc.

**Section 5.7 Other Committees, Subcommittees, Advisory Councils, and Task Forces.** The Commission may create other Committees, Subcommittees, advisory councils or task forces it deems necessary to accomplish its goals and mission.

## **ARTICLE IX**

### **AMENDMENTS**

These By Laws may be altered, amended or repealed by action of the Commission at any regular or special meeting.