

BY-LAWS  
OF THE BOARD OF PARK COMMISSIONERS  
Park District of Ottawa County

**ARTICLE 1: BOARD OF PARK COMMISSIONERS**

Section 1. Commissioners.

The five commissioners appointed in accordance with §1545.05 of the Ohio Revised Code will constitute the Board of Park Commissioners of Park District of Ottawa County (the “Board”). Commissioners will service without compensation but will be allowed their actual and necessary expenses incurred in the performance of their duties.

A. The Board

1. Members

a. The Park District of Ottawa County Board of Commissioners (hereafter referred to as the “Board”) shall consist of Five Commissioners appointed by the Ottawa County Probate Judge for three-year terms. Commissioner terms shall be such that no more than two Commissioners’ terms expire in one year. [Ohio Revised Code §1545.05]

2. Ex- officio members

a. The County Treasurer and the County Auditor shall be ex-officio members of the Board. Both are non-voting members of the Board. [Ohio Revised Code §1545.05]

b. As provided in §1545.07 of the Ohio Revised Code, the Board may hire an Executive Director-Secretary who shall be responsible for the administration of the park district’s operation and its property, under the direction and supervision of the Board. The Executive Director-Secretary shall serve as an ex-officio/non-voting member of the Board and be the official custodian of all the records of the Board. The records and reports of all proceedings of the Board shall be maintained in accordance with the mandates of Ohio Revised Code §1545.08.

B. Officers

1. The officers of the Board shall consist of a Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, and Compliance Officer.

C. Duties of the Officers

1. Chairperson

The Chairperson shall preside at all Board meetings at which he/she is present, unless he/she voluntarily and temporarily steps aside. The Chairperson shall be the primary spokes-person for the Board.

2. 1<sup>st</sup> Vice Chairperson

The Vice-Chairperson shall preside at Board meetings when the Chairperson is absent or has temporarily relinquished the Chair. The Vice-Chairperson shall also have all authority and powers of the Chairperson when the-Chairperson is ill, or otherwise unavailable.

3. 2<sup>nd</sup> Vice Chairperson

The 2<sup>nd</sup> Vice Chairperson shall preside at Board meetings when the Chairperson and 1<sup>st</sup> Vice Chairperson are absent or have temporarily relinquished the Chair. The 2<sup>nd</sup> Vice Chairperson shall also have the authority and powers of the Chairperson when the Chairperson is ill, or otherwise unavailable and the 1<sup>st</sup> Vice Chairperson is not acting as the Chairperson.

4. Compliance Officer

The position of the Compliance Officer may be held by any of the other officers or a board member. The Compliance Officer will maintain the Park District of Ottawa County credit card in accordance with the mandates in Ohio Revised Code §1545.072.

## Section 2. Quorum.

Three currently appointed park commissioners constitute a quorum of the Board for any meeting. Any action of the Board shall be by motion or resolution with affirmative votes of at least three commissioners in order to adopt any motion or resolution. Unless mandated otherwise by an external governmental authority a park commissioner must be physically present in order to officially participate in any meeting of the Board.

## Section 3. Appointing Officers of the Board.

The officers of this Board consist of a Chairperson, Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, and Compliance Officer. All officers will be selected and approved by the appointed Commissioners at the organizational meeting each January.

## Section 4. Purpose and Duties.

As provided in Ohio Revised Code §1545.09, the Board will adopt such bylaws and rules as the Board considers advisable for the preservation of good order within and adjacent to parks and reservations of land, and for the protection and preservation of the parks, parkways, and other reservations of land under its jurisdiction and control of property and natural life therein. Summaries of bylaws and rules and regulations will be

published as provided in the case of ordinances of municipal corporations under Ohio Revised Code § 731.21 before taking effect.

#### Section 5. Record of the Proceedings.

The Executive Director-Secretary will keep and maintain an accurate and permanent record of the proceedings of the Board. The Executive Director-Secretary and the Chairperson will affix their signatures to the minutes of such proceedings, after such minutes have been approved by the Board. The Executive Director-Secretary shall be the official custodian of all the records of the Board and shall be the proper person to certify any action of the Board.

#### Section 6. Approval and Authorization of the Board.

No contract, agreement, deed, option or other document and no action creating a right, obligation, or contractual relationship involving the Board will be executed, given, transferred, assigned, delivered, accepted or received on behalf of the Board unless done in compliance with these bylaws and park district rules and regulations and the pertinent provisions of the Title 1545 of the Ohio Revised Code. The Board may alter this requirement only when the Board passes a resolution giving prior approval and authorization of the Board.

#### Section 7. Authorization to Set Conditions of Employment.

The Board, per written instrument, shall approve all new job positions prior to the hiring of employees. The Board will fix the length of service and compensation for all job classifications and no person will be employed at a rate different from the classification unless approved, in advance by written instrument, by the Board.

#### Section 8. Removal of a Commissioner.

Pursuant to §1544.06 of the Ohio Revised Code, a commissioner may be removed at the discretion of the Ottawa County Probate Judge, either upon a complaint filed with such Judge or upon their own motion. No such removal shall be made without giving such commissioner not less than 10-days written notice and a full opportunity to be heard on their own behalf in a public hearing. In the case of a removal or any other vacancy in the position of commissioner, including, death, disability or resignation, the vacancy shall be filled by the Probate Judge for the unexpired term of the vacating commissioner position.

### **ARTICLE 2: MEETINGS OF THE BOARD**

#### Section 1. Meetings.

As used herein, "meeting" will be defined as any prearranged discussion of the public business of the Board by a majority of its members. A member of the Board may not vote, consent, or take action as a member of the Board by proxy. Unless otherwise mandated by an external authority, only members of the Board who are present in person at a properly convened Meeting of the Board during the actual transaction of a matter may vote thereon.

## Section 2. Business of the Board.

All meetings of the Board shall be open to the public, unless an Executive Session is held pursuant to Ohio Revised Code 121.22(G). 'Robert's Rules of Parliamentary Procedure' shall govern the proceedings of the Board when not otherwise expressly ordered by the Board or provided herein.

## Section 3. Posting Time and Place of Meeting.

The date, time and place of all regular or special meetings of the Board will be determined by the Board in advance. Notice of the date, time and place of regularly scheduled meetings will be determined annually (by the Board) no later than the first meeting of the calendar year and is subject to change at the Board's sole discretion. Notice of the time and place of regularly scheduled meetings will be posted on Park District of Ottawa County website and in the Administrative Offices located at 3979 E Knoll Crest Dr. Suite B Port Clinton, OH 43452.

## Section 4. Notice of Regular and Special Meetings to the Public.

Every regular and special meeting of the Board will be open to the public unless an Executive Session is held pursuant to applicable state law. Any person may receive advance notification of meetings of the Board by providing an email (at least twenty-hour (24) hours in advance of regularly scheduled or special meeting, except in the event of an emergency requiring immediate official action, in which case notice will be given only to the Park District web site and to the news media that have requested notification immediately. Upon request, meeting notices may be mailed. Ohio Revised Code §121.22(F).

## Section 5. Notice of Regular and Special Meetings to the News Media.

Written notice of all regularly scheduled meetings and all special meetings of the Board shall be provided in the manner stated in Section 3 and 4 and to any news media that have requested notice of such meetings.

## Section 6. Special Meetings.

Special meetings of the Board will be held upon the request of a member of the Board or the Executive Director-Secretary. Notices of the time, place and purpose of special

meetings and a proposed agenda will be given to each member of the Board and ex-officio members by email to each member at least twenty-four (24) hours before the time of each meeting or given by telephone or personally served on each member at least four (4) hours before the time of such meetings. If any member of the Board is unavailable for a period of twenty-four (24) hours before each meeting, failure of such member to receive notice of a special meeting will not invalidate such meetings or any of its proceedings. Notice of the time and place of all special meetings will be posted on the Park District of Ottawa County web site at least twenty-four (24) hours in advance thereof except in the event of an emergency requiring immediate official action.

#### Section 7. Minutes of the Board.

An accurate and permanent record of the proceedings and minutes of all meetings, regular and special, shall be promptly prepared, kept and entered in a book known as the "Board of Park Commissioners Official Proceedings", and the record of each meeting in the "Board of Park Commissioners Official Proceedings" will be and constitute the only evidence of the acts of the Board at such meeting, when signed at the end of record of such meeting by the presiding officer and the Executive Director-Secretary.

#### Section 8. Minutes for Public Inspection.

The minutes of the Board will be recorded and open for public inspection after they have been read and approved by the Board. The minutes need only reflect the general subject matter of discussion in Executive Sessions which have been called and held pursuant to the applicable law.

#### Section 9. Park Districts Records.

No paper, documents or other matters which are a part of the permanent records and files of the Board will be taken out of the Park District of Ottawa County office by anyone other than the ~~Secretary or the~~ Executive Director-Secretary without the written request or authorization of a member of the Board, or upon legal process.

#### Section 10: Business for Consideration of the Board.

All petitions, applications, communications or business intended for the consideration of the Board (other than those presented by members of the Board) must be in writing and will not be considered or acted upon by the Board unless placed in the hands of the Executive Director-Secretary at least twenty-four (24) hours prior to the meeting at which matter is intended to be considered. The Board may at its discretion waive such requirements.

#### Section 11. Absence of Chairperson.

The Chairperson will preside at all meetings. In the absence of the Chairperson, the Vice-Chairperson will perform this duty. In the absence of the Chairperson and the Vice-Chairperson, the 2<sup>nd</sup> Vice-Chairperson will perform this duty. In the absence of the Chairperson, 1<sup>st</sup> Vice Chairperson and 2<sup>nd</sup> Vice Chairperson, the meeting will need to be rescheduled. Meetings of the Board will be governed by the terms of these Bylaws and applicable Ohio law.

## Section 12. Order of Business.

The business of the Board will be considered in the following order:  
(minor changes to the order may be made from time to time by the acting Chairperson.)

1. Roll Call
2. Approval of previous board minutes
3. Financial status of the park district
4. Ratification of bills
5. Public Comment
6. Executive Director's Report(s)
7. Old Business
8. New Business
9. Information Items
10. Executive Session (ORC 121.22(g))
11. Adjournment

## Section 13. Indemnification of Board Members and Employees.

In the event any Park Commissioner, member of an advisory board, Executive Director-Secretary, officer or employee of The Park District of Ottawa County is named as a party to a lawsuit, or is threatened to be made part of any threatened or pending action by virtue of the good faith actions or inactions of the Park Commissioner, Executive Director-Secretary, or officer of The Park District of Ottawa County, member of an Advisory Board, Officer of the Park District of Ottawa County while acting within the scope of their authority as an agent of the Park District of Ottawa County, then the park district shall, to the fullest extent permitted by law, indemnify such person against any judgement or any amounts paid in settlement in connection with such action through the preceding, including (reasonable) attorney fees, provided such person was at the time of the alleged occurrence acting within such scope of the authority extended to that person by the Board. Notwithstanding the forgoing the park district shall not indemnify such individuals for acts taken outside the scope of their authority or for the individual's gross negligence or willful misconduct.

## **ARTICLE 3: EMPLOYEES**

### Section 1. Executive Director.

The Board may employ an Executive Director. Unless otherwise directed by the Board, the same person shall serve as both Secretary and Executive Director, perform the duties of both offices and be denominated the Director-Secretary of the Board pursuant to Ohio Revised Code §1545.07. Subject to the direction and general supervision of the Board, the Executive Director-Secretary shall be responsible for the administration of the park district's operation and its property. The Executive Director-Secretary is authorized and required to implement all orders and resolutions of the Board or cause the same to be implemented. The Executive Director-Secretary shall be the official custodian of all the records of the Board and the park district and shall perform such other duties as prescribed by the law and the Board. The Executive Director-Secretary shall have authority to supervise all employees of the Board and Park District of Ottawa County and, subject to the established policies and procedures and applicable laws, they may employ (hire) and terminate (fire) the employment of employees on such terms as they deem advisable, subject to the approval of the Board. The Executive Director-Secretary, in their own absence, may use their discretion in designating one of the current senior staff members to serve and perform the duties of the position on a temporary basis. Should the Executive Director-Secretary be unable or unwilling to make this determination, the Chairperson, or Vice-Chairperson then presiding over the meeting of the Board will make this determination.

## Section 2. Assistant Secretary.

The Board may also designate an Assistant Secretary. Under the supervision of the Executive Director-Secretary, the Assistant Secretary shall take and keep the minutes of all meetings of the Board (except the minutes of Executive Sessions), keep records of all park district affairs as may be required by law or by the Board, give notice of meetings, and perform such other duties as pertain to their office or assigned to them by the Board or the Executive Director-Secretary. If no person is designated by the Board as Assistant Secretary, or otherwise assigned by the Board or Executive Director-Secretary to perform the duties of the Assistant Secretary, the duties herein assigned shall be performed by the Executive Director-Secretary.

## ARTICLE 4: PURCHASING

### Section 1. Procurement of Goods.

Pursuant to the mandates of Ohio Revised Code §1545.07, when procuring any goods with a cost in excess of ten thousand dollars (\$10,000), the Board shall contract as a contracting authority under sections 307.86 to 307.91 of the Ohio Revised Code. The Executive Director shall comply with budgetary directives adopted by the Board and is authorized to implement administrative procedures consistent therewith and in accordance with pertinent Ohio law. The Executive Director or their designee is authorized to purchase materials, supplies, and equipment used in the normal course of operations without prior Board approval, providing the cost of each item does not

meet or exceed ten thousand dollars (\$10,000). Any single cost or expense that is not used in the normal course of operations or that exceeds ten thousand dollars (\$10,000) shall not be authorized for payment without prior, written Board approval.

#### Section 2. Procurement of Services with a cost up to \$10,000.

Pursuant to the mandates of Ohio Revised Code §1545.07, when contracting for professional, technical, consulting, or other special services, the Executive Director may, after considering no fewer than three quotes from persons or entities who could perform the contract, hire any such person or entity and authorize a contract there with. Any contracts where the cost does not exceed ten thousand dollars (\$10,000) and approved by the Executive Director, shall be reported to the Board at its next regularly scheduled meeting following the execution of said contract.

#### Section 3. Procurement of Services with a cost over \$10,000.

Pursuant to the mandates of Ohio Revised Code §1545.07, when contracting for professional, technical, consulting, or other special services, the Executive Director-Secretary shall issue a Request for Proposal (RFP) or other competitive process to evaluate the competence, ability, and availability of any person or entity, and upon the Executive Director's recommendation, the Board (upon prior written approval) may hire any such person or entity and authorize a contract there with.

#### Section 4. Emergencies.

All goods and services must be procured in accordance with Sections 1, 2, and 3 of this Article 4, except that when, due to an emergency beyond the control of the Board, or any of its officers, employees or agents, the Executive Director-Secretary determines that the delay in utilizing the bidding process would create a real and present danger to the health, safety, or well-being of the public, Board, employees, or park resources, the Executive Director-Secretary shall be deemed authorized after considering the competence, ability, and availability and price of any person or entity, to hire such person or entity, provided the Executive Director-Secretary reports such action to each member of the Board by telephone or email within one workday of such actions.

#### Section 5. Rejection of Bids and/or Proposals.

In awarding any contracts pursuant to Article 4 of the By-Laws, the Board may choose to reject all bids and/or proposals.

### **ARTICLE 5: APPROVAL OF VOUCHERS**

#### Section 1. Authorization and Approval.

Claims and statements for costs and expenditures shall be presented to the Board in the form of a voucher for its consideration and approval or disapproval at regularly scheduled meetings. The Director shall have the authorization of the Board to approve expenditures and fund transfers between regularly scheduled meetings. Any expenditures or transfers approved for payment by the Executive Director-Secretary shall be made available at the next regularly scheduled meeting for Board review. Bills submitted by the Executive Director-Secretary for payment must be for items, the cost of which, are included within a budget previously approved by the Board.

Section 2. AUTHENTICATION AND EVIDENCE OF BOARD APPROVAL. After a claim or statement has been approved by the Board, the Executive Director-Secretary shall execute a certificate evidencing or attesting to such approval. Such certificate shall be presented to the County Auditor with a request that the Auditor issue a warrant or warrants to County Treasurer to disburse sufficient funds of the Park District to pay and discharge such claim or statement.

## **ARTICLE 6: DONATIONS**

Section 1. Donations and Other Funds to be Held by the Treasurer.

All funds received by or for the benefit of the park district by way of donations or otherwise shall be deposited by the Treasurer or their designee as authorized in Ohio Revised Code §1545.22, §135.01 and §135.21 of the Ohio Revised Code.

Section 2. Authority for Approval of Donations.

The Executive Director-Secretary, on behalf of the park district and without the approval or authorization of the Board, may review and approve donations to the park district, either in cash or in kind as personal property. No real property shall be accepted by the Executive Director-Secretary without the prior, written approval or authorization of the Board, nor without the express approval of the Probate Court, all as set forth in the Ohio Revised Code §1545.11.

Section 3. Bequests and Required Records. The Board may, from time to time and with the prior approval of the Probate Court, establish such trusts as will be necessary to administer bequests and/or gifts to the park district, and in furtherance of that need, will maintain accurate records of receipts and disbursements and will reflect in the Minutes of the meeting of the Board of Park Commissioners, the receipts and expenditures of these funds.

Section 4. Donations as Public Funds.

Any funds received by the Executive Director-Secretary or Board as set forth previously shall be held on deposit, or in trust, in a manner consistent with the deposit

of other park district funds and in accordance with customary practices and Ohio law.

## **ARTICLE 7: ADVISORY BOARDS**

### **Section 1. Creation and Status of Advisory Boards.**

The Board may establish such advisory boards or committees of citizens as may be deemed necessary for the furtherance of the purposes of the park district. Any such advisory bodies formed shall function in an advisory capacity only, making recommendations for approval by the Board and shall not have the ability to make decisions on behalf of or in any manner bind the park district.

### **Section 2. Appointment, Term, Compensation, and Status of Advisory Board Members.**

Members of an advisory board shall be appointed by the Board and shall serve for a length of time determined by the Board upon their appointment. All members of the advisory board shall be individuals and not entities. Members of an advisory body created under this provision shall serve without compensation and shall not be considered agents or employees of the park district unless specifically assigned as such by an official action of the Board.

## **ARTICLE 8: AMENDMENTS**

### **Section 1. Process by which By-Laws May be Amended, Altered or Repealed.**

These By-Laws may be amended, repealed or altered, in whole or part, by a majority vote of the Board at a regular or special meeting of the park district. However, proposed change(s) or any repeal shall first have been submitted to the Board not less than ten (10) days prior to such meeting.

### **Section 2. Required Public Notice of By-Laws and Amendments.**

These By-Laws and any amendments thereto, shall be published as provided for in the case of ordinances by Municipal Corporations before taking effect. A summary of any Amendment meeting the provisions of Section 731.21 of the Ohio Revised Code may also be published in lieu of the publication of the complete text of the amendment.

### **Section 3. Review Procedure.**

These By-Laws will be reviewed every five (5) years to ensure legal and procedural compliance.

Adopted: June 1, 2021 Effective date: August 12, 2021

Revised and Board Approved: April 19<sup>th</sup>, 2022