

SUMMARY OF AMENDMENT
TO ARTICLES II, III, XI, AND XIX OF THE BYLAWS OF
GEAUGA PARK DISTRICT BOARD OF PARK COMMISSIONERS
IN ACCORDANCE WITH SECTIONS 731.21 AND 1545.09 OF THE OHIO REVISED CODE

In accordance with Section 731.21 of the Ohio Revised Code, notice is hereby given that on the 28th day of June, 2021, the amendments to Articles II, III, XI, and XIX of the Bylaws of the Geauga Park District Board of Park Commissioners will go into effect.

Such amendments, as summarized here, adds a Treasurer and Fiscal Officer as an Officer of the Board of Park Commissioners pursuant to Section 1545.07 of the Ohio Revised Code, provides for the duties of such Treasurer and Fiscal Officer, amends how the payment of bills and obligations of the Geauga Park District shall proceed, and amends the procedure as to how to amend the Bylaws.

A full and complete copy of the text of the amendments and updated Bylaws of the Geauga Park District are posted at the Geauga Park District's main office at the Meyer Center and the Geauga Park District's website at www.geaugaparkdistrict.org.

GEAUGA COUNTY PARK DISTRICT
BOARD OF PARK COMMISSIONERS

BYLAWS

ARTICLE I STATEMENT OF PURPOSE

The Geauga County Park District (Gauga Park District) was established in accordance with Section 1545 of the Ohio Revised Code. Gauga Park District was created to conserve, preserve and protect the natural resources of the State, including forests, fields, streams, lakes and wetlands, and the plants and animals which live in these habitats. The Mission of the Gauga Park District is to preserve, conserve, and protect the natural features of Gauga County and to provide outdoor recreational experiences to our residents of every age, every ability and at all times of the year. Portions of the Park areas may be physically developed for recreational use as needed to meet the recreational needs of Gauga County residents and portions may be preserved in their natural state for future generations.

ARTICLE II OFFICERS

The officers of this board shall consist of a President and Vice President, who shall be elected by the Park Board annually at the first meeting in January, each to serve until his or her successor is elected.

The Park Board shall appoint a Treasurer and Fiscal Officer, which Treasurer and Fiscal Officer shall serve as an ex officio officer of the Park Board. The Park Board shall also appoint the Executive Director, the Deputy Director, if any, legal counsel, and the Secretary to the Park Board.

ARTICLE III DUTIES OF OFFICERS

The President shall preside at all meetings of the Park Board and, with the consent of the Park Board, shall appoint all committees of the Park Board. In the absence or disability of the President, the Vice President shall serve in the place of the President.

The Treasurer and Fiscal Officer shall keep the accounts of the Park Board, shall act as custodian of the Park Board's funds and as fiscal officer of the Gauga Park District, and shall, in accordance with Section 1545.22(A) of the Ohio Revised Code, certify that there are funds of the Park Board sufficient to provide for any contract of the Park Board prior to such contract being effective.

The Executive Director shall be the Chief Executive Officer of the Gauga Park District. In the absence or disability of the Executive Director, the Deputy Director shall serve in the place of the Executive Director. In the absence of both the Executive Director and the Deputy Director the park board will appoint a temporary replacement for the Executive Director.

The Secretary to the Park Board, shall make an accurate and permanent record of the proceedings of the Park Board and affix his or her signature thereto after the proceedings have been approved

by the Board. The Executive Director, his/her designee, or the Deputy Director shall designate all vouchers that are submitted to the Park Board for approval before payment, shall designate all checks to be signed or stamped payable to Geauga Park District, shall deposit to the credit of Geauga Park District all monies received, shall sign all legal documents for and on behalf of the Board, and shall be the proper person to certify any action of the Park Board.

ARTICLE IV REGULAR MEETINGS

The regular meetings of the Park Board shall be held once a month on a regular day and at a regular time, unless otherwise ordered by the Park Board. When said regular meeting day falls upon a legal holiday, the regular meeting shall be rescheduled by the Park Board. The day and time of regular meetings shall be determined by action of the Park Board. The time and place of all regular meetings of the Park Board may be determined by consulting the Park District's website at www.geaugaparkdistrict.org, or by calling the Park District at 440 286 9516 during regular business hours, or by requesting in writing reasonable advance notification of such regular meetings from the Park Board by either regular mail or by e-mail.

ARTICLE V SPECIAL MEETINGS

Special meetings of the Park Board shall be held upon call of the President. The Executive Director may request a special meeting of the Park Board upon approval by the President. A quorum of Board members must be present to conduct a special meeting and to conduct any business. Notices of special meetings shall be given by telephone to, mailed to or personally served on, each Board member at least forty-eight hours before the time of such meeting. If any member of the Park Board is out of the County, or otherwise unreachable, for a period of at least forty-eight hours before such special meeting, failure of such member to receive notice of a special meeting shall not invalidate such meeting or any of its proceedings. The time and place and purpose of all special meetings of the Park Board may be determined by consulting the Park District's website at www.geaugaparkdistrict.org, or by calling the Park District at 440 286 9516 during regular business hours, or by requesting in writing reasonable advance notification of such special meetings from the Park Board by either regular mail or by e-mail.

ARTICLE VI EMERGENCY MEETINGS

Emergency meetings of the Park Board may be held upon call of the President, or upon request to the Executive Director by two members of the Park Board. Notices of emergency meetings shall be given by telephone or personally served on each member at least one hour before the time of such meeting. The time and place and purpose of all emergency meetings of the Park Board may be determined by consulting the Park District's website at www.geaugaparkdistrict.org, or by calling the Park District at 440.286.9516 during regular business hours, or by requesting in writing reasonable advance notification of such emergency meetings from the Park Board by either regular mail or by e-mail. Due however to the emergency nature of such meetings, advance determination of the time and place and purpose of such emergency meetings may necessarily be difficult or impossible to provide in every instance.

ARTICLE VII EXECUTIVE SESSIONS

The Park Board may hold an executive session only after a majority of the Board determines, by a roll call vote, to hold such a session and only during a regular, special or emergency meeting and only for the purposes as set out in the Ohio Revised Code Section 121.22.

ARTICLE VIII QUORUM

A majority of serving Park Board members shall constitute a quorum of the Park Board for any meeting. Action of the Board may be by motion or resolution. The affirmative votes of a majority of members shall be necessary to adopt any motion or resolution. All votes shall be taken by call of the roll and answered by yes or no or abstain. Votes to abstain shall not be counted. Roll shall be called in descending order of the respective members' terms.

ARTICLE IX PUBLIC MEETINGS

The Park Board shall perform its business, including the adoption of resolutions and motions, at public meetings held and conducted in accordance with applicable provisions of the Ohio Revised Code and these Bylaws. The current edition of Roberts Rules of Parliamentary Procedure shall govern the proceedings of the Park Board when not expressly covered or provided for herein.

ARTICLE X PUBLIC RECORDS

An accurate and permanent record of the proceedings and minutes of all meetings, regular, special or emergency shall be kept and entered in a book to be known as the Journal of Proceedings and the records of each meeting in the Journal of Proceedings shall be and constitute the only evidence of the acts of the Park Board at such meetings when signed at the end of the record of such meeting by the presiding officer and Executive Director. The Executive Director shall be the official custodian of all records of the Park Board.

ARTICLE XI PAYMENT OF BILLS AND OBLIGATIONS

All vouchers in payment of bills shall be certified by the Executive Director, Deputy Director, or the Executive Directors' designee. Expenditure Vouchers and Payroll Vouchers shall be approved and certified to the Treasurer and Fiscal Officer of the Park Board by the Executive Director, Deputy Director, or the Executive Directors' designee, and shall be ratified by the Park Board. Upon the certification by the Treasurer and Fiscal Officer that there are funds of the Park Board sufficient to provide for any contract of the Park Board sufficient to provide for any contract of the Park Board, the Treasurer and Fiscal Officer shall disburse the funds and/or approve the expenditures of the Park Board.

ARTICLE XII

CONTRACTUAL RELATIONSHIP, BOARD APPROVAL

No contract, agreement, deed, option or other document or action creating any right or obligation, contractual relationship from, in or to the Park Board shall be executed, given, transferred, assigned, delivered, accepted or received on behalf of the Park Board except with the approval or authorization of the Park Board, unless same has been approved in the annual appropriations, and/or unless it is not covered by the competitive bidding requirements of ORC 307.86. The Executive Director, Deputy Director, or the Executive Directors' designee have authority to execute change orders on existing goods or services of approved annual appropriations and other contracts not covered by the requirement of ORC 307.86 to the extent they do not exceed the budgeted amount approved by the Park Board.

ARTICLE XIII

CONTRACTING SPECIAL SERVICES

In hiring or contracting for professional, technical, consulting, or other special services, the Park Board, after considering the competence, ability, and availability of any person, firm, or corporation; with or without the recommendation of the Executive Director, may approve the hiring of any such person, firm, or corporation and authorize a contract therewith. Such contract may be in the form of a proposal submitted to the Park Board by such person, firm, or corporation.

ARTICLE XIV

REMOVAL OF RECORDS

No paper or document belonging to the permanent files of the Park Board shall be taken from the park office without the written approval of a majority of the members of the Park Board, or upon legal process.

ARTICLE XV

COMMUNICATIONS PRESENTED TO THE PARK BOARD

All petitions, applications, and communications intended for the consideration of the Park Board, other than those presented or requested by members of the Board, must be in writing and presented to the President of the Board. The Park Board may grant exceptions to such requirements on a case by case basis.

ARTICLE XVI

MEETING AGENDA

The meeting Agenda of the Park Board shall be prepared, following a discussion prior to the regular meetings, between the ranking official of the Geauga Park District staff and the President of the Board. Adjustments to the published agenda are allowed at the discretion of the President of the Board or a majority of the Commissioners of the Board present.

ARTICLE XVII

STAFFING AND COMPENSATION SCHEDULE

The Executive Director shall be responsible for all hiring, promotions, demotions, or terminations and shall establish the rate of pay for any individual employee who is hired, promoted, or demoted according to park district compensation schedules or other established policy. The Board will be responsible for the hiring/interview process for the positions of Deputy Director and Director. Any adjustments to compensation for employees must be first approved by the Board.

The establishment of a new position, or restructuring affecting managerial or supervisory employees, shall first be approved by the Board prior to implementation by the Executive Director. The Board retains the right to review and approve any terminations or demotions determined by the Executive Director.

ARTICLE XVIII

COMMITTEES

The Board may create committees. Appointment to committees shall be by an affirmative vote of a majority of the Board.

ARTICLE XIX

AMENDMENT OF BYLAWS

These Bylaws may be amended by an affirmative vote of a majority of the members of the Park Board at a special or regular meeting of the Park Board.

ARTICLE XX

CONFLICT OF INTEREST

All members of the Board of Park Commissioners ("Commissioners") shall endeavor to conduct themselves in Geauga Park District matters according to the highest ethical standards and shall strive to avoid even the slightest appearance of impropriety. In that regard, Commissioners shall not - either directly or indirectly—derive a personal profit or advantage from their positions as Commissioners, in that the prime obligation of a Commissioner is to the Geauga Park District and not to himself or herself. No contract or business relationship shall be entered into between the Geauga Park District and a Commissioner or any entity in which that Commissioner or his or her family have significant interest, unless the material facts of the relationship and transaction are disclosed or are made known to the Board and a majority of the disinterested commissioners specifically authorize the contract or business relationship. Commissioners shall generally abstain from discussing at a meeting, or voting upon, any matter in which they, their immediate family members or any entity in which they have significant interest, have a personal financial interest in that outcome. No Commissioner shall solicit personal favors or exert—direct or implied—influence on any Geauga Park District employee in order to gain business or personal favors for himself. If a Commissioner believes that he or she may have a conflict of interest in some other way, that Commissioner must disclose such to the Board. Every Commissioner shall strive to put the interests of the Geauga Park District above any personal considerations to benefit himself, herself, family, or others.

ARTICLE XXI

ACTIVITIES

Consistent with the purpose set forth in Article I, park activities, including preservation, conservation, and approved outdoor recreation, will include and may be conducted on park land pursuant to the provisions of O.R.C. §§1545.09 and 1545.11 and subject to the Rules and Regulations as amended from time to time by the Park Board.

PASSED: July 5, 1989, Amended March 9, 1994, Amended January 14, 1997, Amended September 9, 2003, Amended October 16, 2007, Amended October 8, 2013, Amended November 19, 2013, Amended March 4, 2014, Amended July 8, 2014, Amended November 5, 2014, Amended July 14, 2015, Amended February 9, 2016, Amended July 5, 2016, Amended June 28, 2021

Resolution 2-21

RESOLUTION AMENDING ARTICLES II, III, XI, AND XIX OF THE BYLAWS OF THE GEAUGA PARK DISTRICT BOARD OF PARK COMMISSIONERS

WHEREAS, pursuant to Section 1545.09 of the Ohio Revised Code and Article XIX of the Bylaws of the Geauga Park District Board of Park Commissions, the Board of Park Commissioners (the "Board") wishes to amend its Bylaws to be consistent with its recent appointment of the Treasurer and Fiscal Officer and to allow for the Board to amend its Bylaws at either a regular meeting or special meeting of the Board.

NOW, THEREFORE, BE IT RESOLVED by the Board of Park Commissioners of the Geauga Park District, that:

SECTION 1. Article II Officers of the Bylaws of the Board shall be amended to insert a new first sentence in paragraph two to be read in full as follows:

"The Park Board shall appoint a Treasurer and Fiscal Officer, which Treasurer and Fiscal Officer shall serve as an ex officio officer of the Park Board. The Park Board shall also appoint the Executive Director, the Deputy Director, if any, legal counsel, and the Secretary to the Park Board."

SECTION 2. Article III Duties of Officers of the Bylaws of the Board shall be amended to insert a new second paragraph to be read in full as follows:

"The Treasurer and Fiscal Officer shall keep the accounts of the Park Board, shall act as custodian of the Park Board's funds and as fiscal officer of the Geauga Park District, and shall, in accordance with Section 1545.22(A) of the Ohio Revised Code, certify that there are funds of the Park Board sufficient to provide for any contract of the Park Board prior to such contract being effective."

SECTION 3. Article XI Payment of Bills and Obligations of the Bylaws of the Board shall be deleted in its entirety and amended to read in full as follows:

"All vouchers in payment of bills shall be certified by the Executive Director, Deputy Director, or the Executive Directors' designee. Expenditure Vouchers and Payroll Vouchers shall be approved and certified to the Treasurer and Fiscal Officer of the Park Board by the Executive Director, Deputy Director, or the Executive Directors' designee, and shall be ratified by the Park Board. Upon the certification by the Treasurer and Fiscal Officer that there are funds of the Park Board sufficient to provide for any contract of the Park Board sufficient to provide for any contract of the Park Board, the Treasurer and Fiscal Officer shall disburse the funds and/or approve the expenditures of the Park Board."

SECTION 4. Article XIX Amendment of Bylaws of the Bylaws of the Board shall be deleted in its entirety and amended to read in full as follows:

“These Bylaws may be amended by an affirmative vote of a majority of the members of the Park Board at a special or regular meeting of the Park Board.”

SECTION 5. It is hereby found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting, and that all deliberations of this Board and of any of its Committees, on or after December 2, 1975, that resulted in formal actions, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

SECTION 6. This Resolution shall be effective immediately upon its passage.


Commissioner Bill Dieterle moved for adoption of the foregoing Resolution Amending Articles II, III, XI, and XIX of the Bylaws of the Geauga Park District Board of Park Commissioners, and Commissioner Mario Innocenzi seconded the motion. Upon the call of the question, the vote was as follows:

Park Commissioner	YEA or NAY
Howard Bates	<u>Yea</u>
Pat Preston	<u>Yea</u>
Bill Dieterle	<u>YEA</u>
Dennis Ibold	<u>Yea</u>
Mario Innocenzi	<u>YEA</u>

Adopted this 28th day of June, 2021.

CERTIFICATION

I certify that the foregoing is a true and correct copy of Resolution No. 2-21 which was duly enacted on the 28th day of June, 2021, by the Board of Park Commissioners of the Geauga Park District.



John Oros, Executive Director
Gauga Park District