BY-LAWS

THE BOARD OF PARK COMMISSIONERS

OF

MILL CREEK METROPOLITAN PARK DISTRICT
a.k.a. MILL CREEK METROPARKS

EFF. 1/1/89
AM. 6/25/92
Amended 6/24/02
Amended 7/11/16
Amended 5/8/17
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Amended 5/11/20

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OF

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SECTION I - BOARD OF PARK COMMISSIONERS

a. The commissioners appointed in accordance with applicable sections of the Ohio Revised Code shall constitute the Board of Park Commissioners of Mill Creek Metropolitan Park District, a.k.a. Mill Creek MetroParks.

b. The Board shall consist of five members each serving three year terms, and each of whom shall be appointed at the discretion of the Judge of Probate Court of Mahoning County, pursuant to RC 1545.05. The terms will expire on the first day of January, three years from the appointment.

c. The officers of this Board shall consist of a President and a Vice-President who shall be elected for a period of one year at its first meeting; thereafter, they will be elected by the Board annually at the second meeting of the calendar year, each to serve until a successor is elected.

d. Before entering upon the performance of any duties, each commissioner shall take an oath to perform faithfully the duties of the office and shall give bond for the faithful performance of the duties of the office in the sum of $5,000. The bond shall be approved by and filed with the County Auditor.

e. Commissioners shall serve without compensation, but shall be allowed their actual and necessary expenses incurred in the performance of their duties.

f. Pursuant to its authority in ORC Chapter 1545, the functions of the Board shall include:

1. To encourage citizen input for Board consideration.

2. To present, discuss and vote on policies and programs affecting the park and to study issues and set policy for the operations of the Park. To actively participate in an overall planning process and assist implementing and monitoring the plan's goals.

3. To select and regularly evaluate an Executive Director to manage the day to day activities of the Park subject to direction by the Board.

4. To employ such other employees, including a secretary and a treasurer, as are necessary in the performance of the Board’s powers conferred in ORC Chapter 1545.

5. To provide input on the values, goals, and objectives of the Park through its mission statement and goals.

6. To contribute to continuous feedback and to make recommendations as to which programs are consistent with the Park's mission and monitor their effectiveness.

7. To actively assist in developing the annual budget prior to approving it, and ensuring that proper financial controls are in place. The Board's foremost responsibility being to prudently manage the funds afforded to it to meet the goals of the Park.

8. To orient new Board members and self-evaluate the Board's performance on a yearly basis.

9. On an as-needed basis, review and revise the Bylaws of the Board.

10. Beginning in 2021 and every five years thereafter, the Board and Executive Director shall review the Board bylaws so that they may be updated if deemed necessary.

g. The Board of Park Commissioners shall adopt such by-laws and rules as the Board deems advisable for the preservation of good order within and adjacent to parks and reservations of land, and for the protection and preservation of land under its jurisdiction and control and of property and natural life therein. The by-laws and rules shall be published as provided in case of ordinances of Municipal Corporations before taking effect. No person shall violate any by-laws or rules. All fines collected for any violation of Park District by-laws or rules shall be paid into the Treasury of the Board of Park Commissioners.

h. The Board of Park Commissioners may close any park drive or facility or cease any park activity at any time, where in the Board's judgment, such drive, facility or activity is deemed unsafe or the best interests, general well-being and safety of the public is not being served.

i. The Board may remove any Board-appointed committee member who is not in compliance with committee requirements. Specific questions of conflict of interest shall be referred to the Board's attorney. The President shall promptly, upon receipt of a resignation or when advised of a vacancy, fill that vacancy on a Board Committee. The President may approve a special exception on the removal of members for absence at regularly scheduled committee meetings when the absences are due to health or time limited extenuating circumstances and the absences do not affect the ability of the committee to maintain a quorum.

j. The Board may adopt and enforce regulations as to the proper use and protection of all property of the Park District.

k. The Board may establish or extend parks, parkways, boulevards, connecting viaducts, public comfort stations, children's playgrounds, bike paths, and trails of the Park District in accordance with State and/or Federal Laws.

l. The authority to supervise Park property rests with the Board, as may be delegated to its Executive Director and Park staff. This includes all land and facilities of the Park.

m. The Board, as may be delegated to its Executive Director, retains the right to operate or appoint agents to operate, or otherwise provide for operation of, its properties and its facilities, activities, and programs and to enter into agreements and arrangements related thereto, and to receive and apply the net proceeds thereof solely to the management, operation, development, maintenance, and repair of its properties, its buildings, facilities, improvements, and grounds.

n. The Board retains the right to charge admission for events, exhibits, and facilities at the Park District.

o. The Board retains the right to grant licenses, or enter into leases or contracts, for the use of any part of its properties, facilities, buildings, and grounds for such length of time and upon such terms and conditions as the Board deems appropriate and necessary, and grant easements in, through or over its property.

p. The Board reserves the right to receive and accept from any federal, state, county, municipal, or local government or agency or person, any grant or contribution of money, property, labor, or things of value, to be held, used, and applied for the purpose for which such grants and contributions are made, subject to Probate Court approval.

q. Accept and expend gifts, grants, devises, and bequests of money and property on behalf of the park and hold, use, and apply such gifts, grants, and bequests according to the terms thereof, subject to Probate Court approval.

SECTION II - MEETINGS OF THE BOARD

a. Unless otherwise determined by the Board, Regular meetings of the Board will be held on the second Monday of each month.

b. Special meetings may be called by the President and/or the Executive Director. Members will be notified of the special meeting by writing or email communication at least three calendar days in advance of the meeting. The staff liaison shall post official notice of all regular and special meetings in a timely manner pursuant to RC 121.22.

c. Meetings may be cancelled and/or rescheduled by the President due to insufficient business, lack of a quorum, conflict with a holiday, inclement weather or in an event of community emergency.

d. Every Regular or Special Meeting of the Board shall be open to the public unless an Executive Session is held pursuant to applicable state law.

e. Notice of the time and place of all Regular and Special Meetings of the Board or any change in the time or place thereof will be issued once to a newspaper of general circulation in accordance with Section 121.22 of the Revised Code.

f. Any person may receive advance notification of meetings of the Board of Park Commissioners by providing self-addressed, stamped envelopes or postcards.

g. Notice of emergency meetings of the Board requiring immediate official action will be given to the news media and others who have requested notification immediately as per Section 121.22 of the Revised Code.

h. News media requesting notification of any meetings of the Board shall provide the Secretary of the Board with written designation of the person, mailing address and telephone number to whom notification is to be given. The Board will, if at all possible, provide such notice only within normal working hours. It shall be the obligation of the news media requesting notification to keep this written designation current at all times.

i. Meeting agendas will be prepared by the President and the Executive Director. Board Members may request that items be added to the agenda on the day of the meeting; however, the addition of such items is subject to the approval by the majority of the voting members. The meeting agenda will be sent electronically and/or mailed one week before a regular meeting and three (3) days before a special meeting.

j. The meeting agenda will include a section for Community comment, which will be conducted by the President or Vice President and will be limited to three minutes per person. The President may limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The Board is not required to respond to the comments at the moment, and may refer comments or questions to staff for review and response. In order to maintain a respectful environment for all those in attendance, disruptive behavior is prohibited during the meeting.

k. Meeting minutes shall be prepared by the Mill Creek MetroParks staff. The minutes shall include enough facts and information to permit the public to understand and appreciate the rationale of the Board’s actions as expressed by Board members at the meeting. As to executive sessions, the minutes need only to reflect the general subject matter of the session by way of the motion to convene the executive session. The draft minutes of the prior meeting shall be provided to the Board in the next meeting packet for correction and approval, and to the public upon request.

l. The Board shall use Roberts Rules of Order to guide its meetings.

m. All committees that report to the Board must maintain and submit minutes of their meetings to the Executive Director, with the assistance of Park staff. The Board reserves the authority to appoint committees that will report to the Board.

n. Accurate and written records of the proceedings of all meetings of the Board shall be kept as permanent records of the Park District. The record of each meeting in the "Minutes of the Board" shall be and constitute the only evidence of the approved acts of the Board and will be signed at the end of the record of such meeting by the presiding officer and the Secretary of the Board. The Secretary shall be the official custodian of all the records of the Board and shall certify or attest to any action of the Board.

No paper, documents or other matters which are a part of the permanent records and files of the Board shall be taken out of the office of the Secretary by any other than the Executive Director, Deputy Director, Secretary or Treasurer without the written request or authorization of a member of the Board, or upon legal process. The Board may approve archive repository agreements with suitable agencies.

o. All petitions, applications and communications intended for the consideration of the Board (other than those presented by the members of the Board) must be in writing and shall not be considered or acted upon by the Board unless placed in the hands of the Secretary at least five days before the meeting of the Board, provided, however, that the Board may grant exceptions to such requirements.

p. Three members of the Board constitute a quorum of the Board for any meeting. Actions of the Board may be by motion or resolution with affirmative votes of at least three members necessary in order to adopt any motion or resolution. The President may second and vote on any action.

q. The President shall preside at all meetings. In the absence or disability of the President, the Vice-President shall perform this duty. Meetings of the Board shall be governed in accordance with regulations adopted by the Board.

No contract, agreement, deed, option or other document and no action creating any right, obligation, or contractual relationship involving the Board shall be executed, given, transferred, assigned, delivered, accepted or received on behalf of the Board unless done in compliance with these by-laws or the approval and authorization of the Board has first been given.

SECTION III - EMPLOYEES

The Board of Park Commissioners of the Mill Creek Metropolitan Park District shall retain at all times the authority to take any action the Board may deem necessary or in the best interests of the Park District. The Board or any individual member of the Board may intercede to suspend any matter he or she deems to be of a critical nature until review by the Board and the Executive Director. The Board may employ personnel to carry out the daily operations of the Park District as follows:

(A) Executive Director: The Board of Park Commissioners may hire an Executive Director, who shall serve at the pleasure of the Board and who shall function as the Chief Administrator Officer of the Board and be responsible to the Board for the general operation of the Park.

(1) The Executive Director shall have authority to permit the use of any Park District facility for Park District sponsored events, including waiving fees and closing drives.

(2) The Executive Director shall have authority to permit Park District employees to travel at Park District expense to schools, seminars, conferences, and training sessions, subject to the review and approval of the Board of Park Commissioners.

(3) The Board of Park Commissioners of the Mill Creek Metropolitan Park District shall have authority to employ, discipline, suspend, promote, demote, layoff, and terminate the employment of employees of the Park District and may delegate that authority to the Executive Director. If the Board of Park Commissioners delegate to the Executive Director the authority to employ, suspend, promote, demote, layoff, or terminate employees within the job description of the Executive Director, such power shall be limited to single employee events, and any suspension, promotion, demotion, layoff, or termination that affects more than two employees at any time, must be approved by the Board of Park Commissioners.

(4) The Board may, but need not, designate the same individual to serve as Executive Director and Secretary to fulfill the duties outlined in Division

(5) A specific staff member will be designated by the President of the Board of Commissioners of the Mill Creek MetroParks to act on behalf of the Executive Director during the absence of the Executive Director, expected or unexpected, when the Executive Director is absent four or more consecutive days due to vacation, sickness, or other reasons and that the President publicize the identity of and contact information for this individual.

(B) Secretary. The Board may engage a Secretary who shall keep an accurate record of the proceedings of the Board. When authorized by the Board, the Secretary shall sign all legal documents for or on behalf of the Board.

(C) Treasurer: The Board may appoint a Treasurer to act as Custodian of the Board's funds and as fiscal officer for the Park District. The Treasurer shall report to the Board of Park Commissioners and the Executive Director. The accounts of the Board shall be kept by the Treasurer and the Treasurer shall be an ex-officio officer of the Board. No contract of the Board shall become effective until the Treasurer certifies that there are sufficient Park District funds to defray the cost of that contract and encumbers the same. The Treasurer shall attest the signatures of any members of the Board who sign bonds issued by the Board.

SECTION IV - APPROVAL OF VOUCHERS

a. All vouchers for payments of bills not in excess of the amount stated in ORC Section 307.86 may be certified by the Treasurer or Executive Director in his absence, without prior Board approval. Sums in excess of the amount stated in ORC Section 307.86 require Board approval.

SECTION V - PROCEDURE FOR CONTRACTING FOR PROFESSIONAL, TECHNICAL, AND OTHER SERVICES

a. Pursuant to applicable sections of the Ohio Revised Code requiring the establishment of a procedure for contracting for special services, the following procedure shall be followed;

Special Services Costing Less than the Amount Stated in ORC Section 307.86

The Executive Director, on behalf of the Park District, may enter into a contract for Special Services costing less than the amount stated in ORC Section 307.86 without Board approval.

Special Services Costing More than Amount Stated in ORC Section 307.86

When the expected cost of special services will exceed the amount stated in ORC Section 307.86, the Executive Director will, after considering the competence, ability and availability of any person, firm, corporation or agency, recommend to the Board for their approval, the name of one or more providers. The Board may authorize a contract for special services with the person, firm, corporation or agency of their choice. Such a contract may be in the form of a written acceptance of a proposal submitted to the Board by such person, firm, corporation or agency. The Board may designate legal counsel for the Park District, at its sole discretion.

Concession Services, Leases

The Executive Director, on behalf of the Park District, may enter into leases or contracts for concession services where estimated income is less than $10,000 without Board approval. When estimated income from a lease or concession contract will exceed $10,000 or when directed by the Board of Park Commissioners, the Executive Director will, after considering the competence, ability, availability and any other factor considered by the Executive Director or the Board of Park Commissioners to be significant, of any person, persons, firm, corporation or agency, recommend to the Board for their approval, the name of one or more providers. The Board may authorize a lease or contract for concession services with the person, persons, firm, corporation or agency of their choice. Such a contract may be in the form of a written acceptance of a proposal submitted to the Board by such person, persons, firm, corporation or agency.

In soliciting providers for concession services or when leasing Park District property, the Executive Director and/or Board of Park Commissioners may use informal requests for quotations or proposals, legal advertisement, requests for proposals, direct negotiations or any other suitable method.