

**BYLAWS
OF THE
MEDINA COUNTY PARK DISTRICT**

Section I - Place of Business

The place of business of Medina County Park District is its headquarters located at 6364 Deerview Lane, Lafayette Township, Medina, Ohio 44256. All notices required by law will be accepted at this address.

Section II - Board of Commissioners

A. Members. Members of the Board of Park Commissioners are appointed to three-year terms by the Medina County Probate Judge. Commissioners are volunteers who serve without compensation.

It is recommended by these bylaws that the judge require commissioners to reside within the park district's jurisdiction. The county auditor and treasurer are ex-officio members of the board as provided in Section 1545.22 of the Ohio Revised Code but have no vote in matters before the board.

B. Conflicts of Interest. State law prohibits public employees and officials from having a financial interest in companies that do business with public agencies. Just as park district staff may not use their positions with the district for personal gain—or engage in any business transactions that result in a direct or indirect professional benefit for that person or their family members or business associates—the same is to be true of board members.

C. Organizational Meeting. The first meeting held in January of each year will be the organizational meeting. At this meeting, the officers of the board will be elected and will remain in office until the next year or when changed by an election held by the board. The officers of the board will be the chairperson and vice-chairperson. The chairperson will conduct all meetings of the board and will sign all documents requiring a signature by a representative of the board. If the chairperson is unavailable for any reason, the vice-chairperson will assume the duties and responsibilities of the chairperson.

D. Regular Meetings. The board will conduct its business, including the adoption of resolutions, rules, regulations, and any other official action at public meetings held and conducted in accordance with applicable provisions of state law and these bylaws. Regular meetings will be conducted monthly, unless otherwise determined by the board. All meetings will be conducted in accordance with Section 121.22 of the Ohio Revised Code relative to public meetings. As used in these bylaws, “meeting” shall mean any prearranged discussion of the public business of the board by a majority of its members.

E. Special Meetings. Special meetings of the board may be called by the director, or by any member of the board by providing written notice to the director.

F. Meeting Notice to Board Members. Notice of meetings shall be provided to each member of the board by the director at least 48 hours prior to the meeting. “Notice” as provided in this paragraph shall be either by personal delivery, e-mail, facsimile transmission, or other form of

written electronic messaging. Notice shall be deemed complete if it is sent in accordance with the last contact information in the park district's records. All board members are responsible for promptly informing the organization in writing of any change in his or her contact information.

G. Public Notice of Meetings. Notice of the time and place of regularly scheduled meetings will be posted on the park district's website and in the lobby of headquarters at least one week in advance of each meeting. An agenda of each regularly scheduled meeting will be available online and at headquarters at least one day in advance of the meeting.

Notice of the time and place of special meetings will be posted on the park district's website and in the lobby of headquarters at least 24 hours in advance.

Any individual and/or member of the news media who wishes to receive personal advance notice of regular or special meeting announcements shall provide his or her email address to the director. S/he may receive notices by USPS mail at a cost of \$10 per year to cover anticipated postage.

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.

H. Quorum. Two members will constitute a quorum of the board for all meetings unless there is only one duly appointed and acting board member, in which case one member shall constitute a quorum; any actions of the board will be by motion or resolution; affirmative votes of at least two members of the board will be required for the adoption of any motion or resolution unless there is only one duly appointed and acting board member, in which case one vote will be required for the adoption of any motion or resolution.

I. Conduct of Board Meetings. "Roberts Rules of Parliamentary Procedure" will govern the proceedings of the board when not expressly covered or provided for herein.

The business of the board will usually be conducted in the following order:

1. Roll Call
2. Approval of Minutes (of the previous meeting)
3. Public Participation/Recognition
4. Financial Reports
5. Director's Reports
6. Old Business
7. New Business
8. Executive Session
9. Commissioners' Comments
10. Adjournment

Items of business submitted by the staff for consideration by the board will be submitted in writing to the board in advance of the meeting. The director may bring additional items before the board for discussion at the meeting whenever such items arise after the compilation of the agenda.

Fifteen minutes shall be reserved for public comment at each board meeting. Individuals speaking must identify themselves, and will be limited to five minutes on any given subject. The board may, but is not required to, enlarge the time allotted for public comment and/or for any individual to speak on a given subject in its sole discretion.

J. Minutes. An accurate and permanent record of the proceedings of all meetings will be kept by the director and entered into a book of one or more volumes to be known as the "Commissioners' Journal." The record of any meeting in the Commissioners' journal will constitute the only evidence of the acts of the board at such meeting when signed by the board and the director. The minutes only need reflect the general subject matter of discussions, and the content and resolution of any motions. Minutes are not intended to be a complete transcript of proceedings.

Minutes for the current year and the previous three calendar years will be made available online for public inspection. Copies of older minutes can be shared electronically at no cost.

To view minutes in person at district headquarters during regular hours, it is recommended that individuals schedule an appointment in advance by calling the office. Copies may be printed for a fee.

Section III - Employees

A. Director/Secretary. The board of commissioners will appoint a director/secretary, and that person will be directly responsible to the board. The director will be the chief administrative officer of the board and the custodian of records. The director will keep an accurate record of the proceedings of the board, and s/he will affix his or her signature to the minutes of such proceedings after the minutes have been approved by the board. The offices of director and secretary will be held by the same person, and the terms as used in these bylaws are interchangeable.

The director will establish and monitor procedures for the receipt and timely deposit of funds received by the park district. The county auditor and county treasurer will be the fiscal agents for the park district. The director will certify all vouchers approved by the board for payment as established elsewhere in these bylaws.

The director and the chairperson or vice-chairperson of the board will sign all legal documents for and on behalf of the board, unless the board, by official action, authorizes otherwise.

The director is authorized to employ staff at levels as authorized by the board and determined by the annual budget. The director will evaluate the job performance of staff members and will make recommendations to the board regarding salary levels. The director may discipline staff members as necessary, including dismissal from employment.

In the absence of the director, s/he may use discretion in designating a member of the leadership team to serve and perform the duties of the position on a temporary basis. Should the director be unable to make this determination, the chairperson shall make the decision.

Section IV - Payment of Bills

A. Processing. In the course of operation of the park district, numerous purchases of a routine nature are made. In order to ensure that these bills are processed in a timely fashion and to prevent the assessment of late payment charges, the director is authorized to process bills and approve them for payment in the following categories:

1. All bills that are routine in nature and are included in the operating budget
2. All utility bills received for park district operations
3. All bills for insurance coverage carried by the park district
4. Payment of contracted services (other than final payments for construction contracts)

The director will submit the bills in the above categories to the county auditor for payment on a weekly basis in accordance with the procedure established by the auditor for payment of bills. All bills submitted for payment in this fashion will be presented in a detailed list to the board at its next regular meeting for its review and approval as required by law.

The following bills will be presented to the board prior to payment:

1. Final payment of construction contracts

For bills in the above category, the director will submit a list of bills to be paid to the board for its approval at a regular meeting. After the board's approval, the director will include that bill with the next regular list of bills to be paid by the county auditor. Any bill or claim to be paid by the board will be reviewed and approved by the director as to its validity and legality. The board members will affix their signatures to the voucher list submitted and approved as a part of the minutes of its meetings.

Section V - Board, Officers, and Employees Held Harmless

A. Litigation. The board, officers, employees, and agents of the park district may be exposed to the threat of a lawsuit challenging their actions and judgements. It is the intention of the board to prevent personal harm to board members, officers, employees, or agents as a result of litigation relative to their actions while in conduct of park district business. To this end, the park district will defend lawsuits, pay defense costs, and pay judgements against board members, officers, employees, or agents of the park district named in a lawsuit stemming from their lawful actions on behalf of the park district. The board will not defend or pay judgements for any of the above if their actions were willful and unlawful, but this exception will not apply to actions of the above which were reasonably believed to be lawful at the time such actions were undertaken.

The board may obtain insurance coverage for such actions and will pay deductible costs from park district funds.

Adopted: September 16, 2021