

RESOLUTION 2018- 16

Re: Amendment of Portage Park District Bylaws

WHEREAS: The Ohio Revised Code, section 1545.09 permits Park Districts to establish rules and bylaws: "The board of park commissioners shall 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 and of property and natural life therein. The board shall also adopt bylaws or rules establishing a procedure for contracting for professional, technical, consulting, and other special services", and

WHEREAS: The Portage Park District is a political subdivision of the State of Ohio operating under Ohio Revised Code section 1545, and

WHEREAS: The proposed Bylaws changes are intended to describe Board operating procedures and procurement authorities and procedures for purchasing, including contracting for professional, technical, consulting, and other special services, and

WHEREAS: The Portage Park District Board of Commissioners has reviewed the draft of the proposed Rules and Regulations changes at its March 19, 2018 public meeting and legal counsel has reviewed and approved the draft changes, NOW THEREFORE BE IT

RESOLVED: That the Board of Commissioners of the Portage Park District does hereby approve the following Bylaws, effective immediately upon publishing as required by section 1545.09, and hereby rescinds all previous versions of Bylaws.

PORTAGE PARK DISTRICT
BY-LAWS

ARTICLE 1. STATEMENT OF PURPOSE

Portage Park District was established in accordance with Chapter 1545 of the Ohio Revised Code to conserve the natural resources of the State, including forests, fields, streams, lakes and wetlands, and the organisms which live in these habitats. The mission of the Portage Park District is to conserve Portage County's natural heritage and provide opportunities for its appreciation and enjoyment. Infrastructure and amenities may be developed on parklands to enhance public use, education and enjoyment when not in conflict with the objectives of natural resource protection and conservation.

ARTICLE 2. BOARD OF PARK COMMISSIONERS

Section 1. Board of Park Commissioners. Commissioners, appointed in accordance with Section 1545.05 of the Ohio Revised Code (ORC), will constitute the Board of Park Commissioners of the Portage Park District (the "Board") and shall have all of the powers and responsibilities enumerated in ORC Chapter 1545. The Board is comprised of five Commissioners appointed to staggered 3-year terms.

Commissioners will serve without compensation, but will be allowed their actual and necessary expenses incurred in the performance of their duties pursuant to ORC §1545.05.

Section 2. Officers and Appointments of the Board. The officers of this Board shall consist of a President, 1st Vice President and 2nd Vice-President who shall be elected by the Board annually at the first meeting in January, each to serve until his or her successor is elected. Board members may serve in the same officer position for only two consecutive years.

Pursuant to ORC §1545.07, an Executive Director shall be chosen by the Board, to serve at the pleasure of the Board.

- a. The Executive Director shall serve as the Secretary to the Board pursuant to ORC §1545.07. The Executive Director shall make an accurate and permanent record of the proceedings of the Board, affix his/her signature thereto along with the President of the Board after the proceedings have been approved, shall certify all vouchers for payment, and shall sign, as authorized, all legal documents for and on behalf of the Board. In the event that the Executive Director is absent from the office as documented by a written statement, his/her designee shall serve in the place of the Executive Director. The Executive Director shall have the responsibility of approving operational and administrative policies and procedures which have been developed and updated by the Executive Director and staff. These policies shall govern day-to-day operations, and shall be consistent with the policies adopted by the Board.
- b. The Portage County Treasurer shall be an ex officio officer of the Board and serve as custodian of its funds pursuant to ORC Section 1545.22. The Portage County Auditor shall be an ex officio officer of the Board and serve as its fiscal agent pursuant to ORC §1545.22.

Section 3. Board Business:

- a. Policies: The Board shall be responsible for approving and adopting policies of the District, including Personnel, Land Acquisition, Park Development and Management, Finance, Records Retention and others. The Board shall review and update policy as needed. New Board policies shall have two public readings before being voted upon and adopted by the Board.
- b. Park District Bylaws and Rules: The Board shall adopt and amend as necessary Bylaws to control the operations of the Board and District, along with Rules and Regulations that are numbered laws or decrees in accordance with ORC 1545.09. Bylaws and Rules and Regulations shall be reviewed by the County Prosecuting Attorney and/or other legal counsel providing services to the Park District, and submitted to the Board for adoption by an affirmative vote of a majority of members of the Board at any regular meeting, provided that the amendment has been submitted in writing at the previous regular meeting.
- c. Budgets: The Board shall be responsible for approving and adopting its annual Estimated Tax Budget and for appropriating any funds under its control.
- d. Land Acquisition and Disposal: The Board shall authorize the acquisition of land, including by lease, easement, or title, as well as the lease or sale of land in accordance with ORC 1545.12

- e. Master Planning: The Board may adopt Strategic and Master Plans as necessary to guide the direction of the Park District and to prioritize the allocation of resources to meet its mission.
- f. Legal Disputes: The Board shall be responsible for authorizing the initiation or settlement of lawsuits.

ARTICLE 3. MEETINGS OF THE BOARD

Section 1. Meetings. As used herein, "meeting" shall be defined as any prearranged discussion of the public business of the Board by a majority of its members. Every meeting of the Board shall be open to the public, unless an Executive Session is held pursuant to applicable state law.

Section 2. Quorum. A majority of currently appointed members constitute a quorum of the Board for any meeting. Actions of the Board may be by motion or resolution with affirmative votes of a majority of present members necessary in order to adopt any motion or resolution. The President may move, second, comment and vote on any action.

Section 3. Time and Place of Meetings. Regular or special meetings of the Board will be determined by the Board. The meetings will be held at such times and places as the Board will from time to time designate. Notice of the date, time and place of regularly scheduled meetings will be determined annually no later than the first meeting of the calendar year, subject to change at the Board's sole discretion, and that schedule will be advertised in the legal ads of the newspaper of general county circulation, posted on the District's website and in the Administrative Offices.

Notice of any change in date, time, or place of a regular meeting shall be posted on the Board's website and in the Administrative Offices at least 72 hours in advance of such meeting, with notice given to the newspaper of general county circulation by email or phone. The time, place and purpose of a special meeting shall be posted on the Board's website and in the Administrative Offices with notice given to the newspaper of general county circulation by email or phone at least twenty-four hours in advance of such meeting, except in the case of an emergency meeting.

Notice of emergency meetings of the Board requiring immediate official action will be given to the newspaper of general county circulation by email or phone.

Any person, upon request, may obtain reasonable advance notification of all meetings at which any specific type of public business is to be discussed. Advance notification will be given by mail or email to all such requesters. Postal mail notifications shall be given to those requesters who have provided self-addressed, stamped envelopes.

Section 4. Special Meetings. Special meetings of the Board shall be held upon call of any two members of the Board, by the President of the Board or by the Executive Director. Notices of special meetings shall be mailed to each member at least twenty-four hours before the time of such meetings or given by telephone, e-mail or personally served on each member at least three hours before the time of such meeting. If any member of the Board is unavailable for a period of at least twenty-four 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.

Section 5. Minutes of the Board. An accurate and permanent record of the proceedings and minutes of all meetings, regular and special, shall be kept and entered in a book to be known as the Proceedings of the Board and the record of each meeting, shall be and constitute the only evidence of the acts of the Board at such meeting, when signed at the end of the record of such meeting by the presiding officer and Executive Director. The Board may act by Motion or Resolution. Approved Motions of the Board shall be numbered and recorded as Journal Entries. The Resolutions shall be numbered and properly indexed. The Executive Director, acting as secretary to the Board, 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. Minutes for Public Inspection. The minutes of the Board shall be open for public inspection and recorded after they have been read and approved by the Board. The minutes need only reflect the general subject matter of discussions in Executive Sessions which have been called and held pursuant to and in compliance with the applicable law.

Section 7. Business for Consideration of the Board. 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 nor acted upon by the Board unless placed in the hands of the Executive Director at least ten (10) days before the meeting of the Board; provided, however, that the Board may grant exceptions to such requirement in its sole discretion. Public comment at board meetings is at the sole discretion of the Board and, if permitted, shall be received in a manner prescribed by the Board President.

Section 8. Absence of President. The President shall preside at all meetings. In the absence or disability of the President, a Vice President shall perform this duty. "Robert's Rules of Parliamentary Procedure" shall guide the proceedings of the Board when not expressly covered or provided for herein.

Section 9. Order of Meeting Business. The order of business of the meeting's agenda will generally be considered as follows, but may be amended at the discretion of the Board President

- a. Roll call.
- b. Public Comment
- c. Presentation of Minutes of previous meeting(s) for approval or amendment.
- d. Presentation of Financial Statement for approval
- e. Presentation of Executive Director and Staff Reports
- f. Information/Briefing Items/Policy Updates
- g. Old Business and approval of action items
- h. New Business and approval of action items
- i. Adjournment

ARTICLE 4. ETHICS

The Board and all of its employees are bound by Ohio's Ethics Laws as codified in Chapters 102 and 2921 of the Ohio Revised Code and as interpreted by the courts of Ohio and by the Opinions of the Ohio Ethics Commission and shall act in full compliance therewith. Additionally, the Board and all of its employees shall not violate any other provision of Ohio Law including, but not limited to, bribery and theft prohibitions. To assist with compliance of the Ethics Laws, the Board and employees shall disclose to the Executive Director any potential conflicts of interest as they become known.

ARTICLE 5. EMPLOYEES

The Board shall set the salary of the Executive Director. The Board shall approve all job descriptions and also fix the compensation range for all employees, and no person shall be employed in any position unless the compensation range has been fixed for such position. 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. The establishment of a new position or a restructuring that affects managerial or supervisory employees shall first be discussed with the Board prior to implementation by the Executive Director. The Board, in its discretion, may review the appointments of senior staff positions, prior to the person's employment. Appointment of Ranger personnel shall be in conformance with ORC §1545.13.

ARTICLE 6. COMMITTEES

The Board of Park Commissioners may create committees for specific purposes. Appointments to committees shall be by an affirmative vote of a majority of the Board of Park Commissioners. Committees so appointed shall be considered public bodies and shall abide by the Ohio Public Records and Open Meetings laws.

ARTICLE 7. PROCUREMENT

Section 1. Contracting Authority: In procuring any goods, services or public improvement, the Board shall contract as a contracting authority under ORC §§307.86 to 307.912 and ORC §§9.33 to 9.334 or 153.65 to 153.71, inclusive.

Section 2. Procurement Authority

a. Executive Director Authorization of Contracts and Purchases up to \$10,000

- i. The Executive Director is authorized to enter into contracts and contract amendments for construction, change orders, and to purchase equipment, goods and services, without prior approval of the Board in each instance, unless otherwise required under ORC §§ 153.12 to 153.14, 9.33 to 9.334, or 153.65 to 153.71, inclusive, if the cost of the contract or contract amendment, for any single project, or the amount of the purchase, does not exceed \$10,000. The Executive Director shall first consider the competence, availability, past performance and fees of the person or entity who could perform the contract, and the product quality and purchase price of a product, and report such contracts and purchases to the Board at its next regularly scheduled meeting.

b. Board Authorization of Contracts and Purchases with a cost over \$10,000

- i. If the cost of the purchase or the contract or contract amendment for any single purchase exceeds \$10,000 but does not exceed \$50,000, unless otherwise required under any of ORC §§9.33 to 9.334 or 153.65 to 153.71, inclusive, the Executive Director shall first present to the Board no fewer than three written quotes for the product or service, along with a statement of the quality of the product or the competence, ability and availability of the person or entity providing the services. After consideration of the quotes and recommendation from the Executive Director, the Board may authorize the purchase or contract.

- ii. In procuring any goods or contracting for construction with a cost in excess of \$50,000 the board shall act as a contracting authority under sections 307.86 to 307.92 of the Revised Code, to the same extent and with the same limitations as a board of county commissioners.
 - iii. In contracting for services, including professional, technical, consulting, or other special services with a cost over \$50,000, unless otherwise required under any of ORC §§9.33 to 9.334 or 153.65-153.71, inclusive, the Executive Director shall issue a Request for Proposal (RFP), Request for Qualifications (RFQ), Request for Information (RFI) or other competitive process to evaluate the competence, ability, experience, past performance and availability of any person or entity and provide a recommendation to the Board of Commissioners.
- c. Emergencies. All goods and services must be procured in accordance with Section 2 a and b of this Article 7, except that when, due to an emergency beyond the control of the Board or any of its officers, employees or agents, the Executive Director determines that the delay in utilizing the bidding or proposal process would create a real and present danger to the health, safety or well-being of the public, Board employees, or significant resources, the Executive Director shall be deemed authorized, after considering the competence, ability, availability and price of any person, firm, or corporation, with respect to any services or goods, including without limitation services and goods, to hire the person, firm, or corporation and to execute a contract with such person, firm or corporation, provided that the Executive Director shall report such actions to each member of the Board by telephone, e-mail or facsimile transmission within one workday of such actions and by written summary of such actions containing the determination and the reasons therefore at the next meeting of the Board for ratification of the emergency contract by the Board.
- d. Concession Operations or Special Services:
- i. The Executive Director may approve a concession agreement for a “new concession operation” on a trial, or pilot, basis to last no longer than three (3) years without conducting a RFP, RFQ, RFI or other competitive process. A “new concession operation” is defined as a concession operation the Board has not contracted for in the immediately preceding five (5) years at that location. After the trial or pilot period, an RFP, RFQ, RFI or other competitive process which evaluates multiple criteria (i.e., including, but not limited to, quality, consistency with the Park District mission, level of revenue generated, etc.) shall be utilized to identify the person or entity to conduct the concession operation that has completed a trial or pilot time period.
 - ii. The Executive Director shall issue a Request for Proposals, Request for Qualifications, Request for Information or other competitive process for all concession operations that do not qualify as a “new concession operation,” to evaluate the competence, ability and availability of any person or entity, and upon the recommendation of the Executive Director the Board, -may hire any such person or entity and authorize a contract therewith. Contracts for concession operation or other special services under Section 2(c)(ii) may be for a period of years not to exceed five years, except where substantial capital improvements to be paid by the concessionaire are involved. Any such contracts may be renewed by the Board on one or more occasions, but the total number of years of all such renewals combined

may not exceed the number of years of the initial contract period. Thereafter, any consideration of a further contract for the same service must first be advertised, new bids or proposals received, and then accepted by the Board.

Section 3. Disposal of Personal Property. Personal property that is obsolete or of no value or use for Park purposes, the estimated value of which is less than \$10,000, may be sold upon approval by the Executive Director at public auction or by informal quotations to the highest informal bidder. Personal property not needed for Park purposes, the estimated value of which is \$10,000 or greater, may be sold upon approval by the Board at public auction or by informal quotations to the highest informal bidder. Personal Property which has an estimated value of less than \$250.00 may be donated to a nonprofit organization or other government agency, recycled or disposed of at an appropriate facility. All disposal of personal property shall be reported to the Board at the next regular meeting.

ARTICLE 8. PERMANENT FILES

No papers or documents belonging to the permanent files of the Board shall be taken out of the office of the Board, except upon approval of the Board, or upon legal process.

Upon a motion by Orashan and seconded by Petrone, the vote was as follows:

Thomas Hrdy yes

Scott McKinney yes

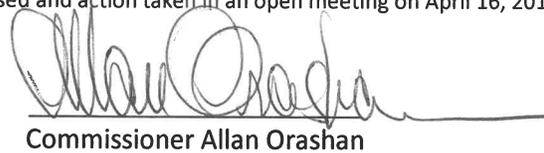
Allan Orashan, yes

Deborah Petrone yes

Charles Engelhart yes

We certify that the foregoing is a true copy of a resolution passed and action taken in an open meeting on April 16, 2018


Commissioner Scott McKinney


Commissioner Allan Orashan


Commissioner Thomas Hrdy


Commissioner Deborah Petrone


Commissioner Charles Engelhart