

BY-LAWS OF LICKING PARK DISTRICT
Original Adopted Date - January 23, 1990
Revision I approved by the Commissioners - February 22, 2011

ARTICLE I: OFFICE

The principal office of the Licking Park District (hereinafter referred to as the "Park District") shall be at 4309 Lancaster Road SE County of Licking, State of Ohio.

ARTICLE II: MEETINGS AND NOTICES THEREOF

A. REGULAR MEETINGS: ORGANIZATIONAL MEETING

1. The Board of the Park Commissioners of the Park District (hereinafter called the "Board") hold a regular meeting at least once during each calendar month. At a regular meeting in January of each year the Board shall elect officers, may adopt a schedule of regular meetings for the next twelve months and shall transact such other business as may be properly brought before the meeting. Such January regular meeting is sometimes referred to as the "Organizational Meeting".
2. The time, place, and date of any regular meeting may be subsequently changed or rescheduled by the Board.

B. SPECIAL AND EMERGENCY MEETINGS

The Director or any member of the Board may call a Special Meeting of the Board. In an emergency, any member of the Board may call an Emergency Meeting of the Board.

C. NOTICE OF REGULAR AND SPECIAL MEETINGS

1. News Media Notice

- a. Written notice of all regularly scheduled meetings and all special meetings shall be provided to at least one newspaper of general circulation in Licking County, Ohio and to any other news media that have requested notice of such meetings in the manner provided in paragraph 3a below entitled "Requested Written Notice".
- b. Each such notice of a regularly scheduled meeting shall state the time, date, and place of such meeting and shall either be:
 - 1) Timely mailed, United States First Class Mail, postage prepaid, with the reasonable expectation that it will be received by said newspaper and by any said requesting news media at least forty-eight (48) hours in advance of such regularly scheduled meeting; or

- 2) Hand delivered or emailed to said newspaper and to any such requesting news media at least forty-eight (48) hours in advance of such regularly scheduled meeting.

Each said notice of a special meeting shall state the time, date, place, and purpose of such meeting and shall either be:

- 3) Timely mailed, United States First Class Mail, postage prepaid, with the reasonable expectation that it will be received by said newspaper and by any said requesting news media at least twenty-four (24) hours in advance of such special meeting; or
- 4) Hand delivered or emailed to said newspaper and to any said requesting news media at least twenty-four (24) hours in advance of such special meeting.

3. Requested Written Notice.

- a. Written notice of all regularly scheduled meetings and of all special meetings shall be given to any person who:

- 1) Makes written request upon the Board of Commissioners for advanced notification of all regularly scheduled special meetings;
- 2) Pays the Board of Commissioners an annual cash fee of Ten (\$10.00) dollars;
- 3) Furnishes the Board of Commissioners with an adequate and sufficient supply of self-addressed, stamped envelopes.

- b. Each such notice of a regularly scheduled meeting shall state time, date, and place of such meeting and shall either be:

- 1) Timely mailed, United States First Class Mail, in the self addressed, stamped envelopes provided by the person requesting such notice, with the reasonable expectation that it will be received by the person requesting such notice at least forty-eight (48) hours in advance of such regularly scheduled meeting; or
- 2) Hand delivered or emailed to the person requesting such notice at least forty-eight (48) hours in advance of such regularly scheduled meeting.

- c. Each such notice of a special meeting shall state the time, date, place, and purpose of such meeting and shall either be:

- 1) Timely mailed, United States First Class Mail, in a self addressed stamped envelope provided by the person requesting such notice, with the reasonable expectation that it will be received by said person at least twenty-four (24) hours in advance of such special meeting; or

- 2) Hand delivered or emailed to the person requesting such notice at least twenty-four (24) hours in advance of such special meeting.

D. NOTICE OF EMERGENCY MEETINGS

1. Notice of all emergency meetings, stating the time, date, place, and purpose thereof, shall be given to the news media that have requested notification. Such notice shall be given either by telephone, email, or in person to the designated representative of said news media at least three (3) hours before the time established for the emergency meeting. Each news media which has requested notification shall file with the Park District the name, telephone number, and address of its designated representative or representatives, and the time or times when such designated representative or representatives may be reached by telephone or at his or her address. If the news media fails to file such name and information, notice of an emergency meeting may then be given the news media in any manner or form proper and adequate by the Board member or members who called the emergency meeting.

E. PROOF OF NOTICE

Written proof of the service, mailing, or giving of Notice of all meetings shall be made by the Secretary, Assistant Secretary, or by an Commissioner.

F. PUBLIC ATTENDANCE – EXECUTIVE SESSIONS

All meetings of the Board, other than Executive Sessions, shall be open to the public. Executive Sessions may be held only for those purposes set forth in the Ohio Revised Code.

G. AGENDA

Unless at the meeting the Chairperson of the Board in his or her discretion otherwise directs, the business of the Board shall be considered in the following order:

1. Roll Call
2. Minutes of the previous meeting or meetings
3. Financial status of the Park District
4. Comments from the public
5. Approval or disapproval of expenditures, payrolls, and purchase orders
6. Old Business
7. New Business
8. Adjournment

ARTICLE III: QUORUM

The Board shall consist of five (5) Commissioners. Three (3) Commissioners shall constitute a quorum for any meeting; any action of the Board shall be by motion or resolution; the

affirmative votes of at least the majority of those Commissioners present shall be required for the adoption of any motion or resolution.

ARTICLE IV: PARLIAMENTARY PRECEDURE

“Robert’s Rules of Parliamentary Procedure” shall govern the proceedings of the Board when not otherwise expressly covered or provided for herein.

ARTICLE V: APPLICATIONS TO BOARD – ADVANCED NOTICE

All petitions, applications, communications, or business intended for consideration by the Board (other than those presented by the members of the Board, or the Director) shall be in writing and shall not be considered nor acted upon by the Board at any of its meetings unless delivered to the Secretary or to the principle office of the Park District at least twenty-four (24) hours prior to the meeting at which such matter is intended to be considered; the Board may at its discretion waive such requirements.

ARTICLE VI: OFFICERS AND EXECUTIVE EMPLOYEES

A. OFFICERS

The Board shall elect a Chairperson and a Vice Chairperson all of whom shall be Board members.

1. The Chairperson shall preside at all Board meetings at which he is present.
2. The Vice Chairperson shall preside at Board meetings when the Chairperson is absent. Such Vice Chairperson shall also have the authority and powers of the Chairperson when the Chairperson is ill, or otherwise unavailable.

B. EX OFFICIO OFFICERS

The Treasurer and Auditor of Licking County are the ex officio officers of the Board and have the duties and responsibilities set forth in the Ohio Revised Code.

C. EXECUTIVE EMPLOYEES

1. Secretary, Director, Director/Secretary
 - a. The Board may employ a Director and a Secretary. The Secretary shall be the official custodian of all the records of the Board and Park District and shall perform such duties as prescribed by law and the Board.

- b. Subject to the direction of the Board, the Director shall be responsible for the administration of the Park District's operations, its property, and its employees. The Director is authorized and required to implement all orders and resolutions of the Board or to cause the same to be implemented.
 - c. Unless otherwise directed by the Board, the same person shall serve as both Secretary and Director, perform the duties of both offices and be denominated the Director/Secretary of the Board. When the titles, Secretary and Director appear in these By-laws or other proceedings of the Board they mean and include the Director/Secretary when the same person is serving as both Secretary and Director.
2. Assistant Secretary

The Board may also employ an Assistant Secretary. Under the supervision of the Secretary the Assistant Secretary shall 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 his/her office or as assigned to him/her by the Board, or the Secretary.

ARTICLE VII: EXECUTION OF DOCUMENTS

A. AUTHORIZED SIGNATURES

Any document evidencing or implementing a resolution or other action approved by the Board may be executed in the name of the Park District for or on behalf of the Board by the Chairperson, Vice Chairperson, other Commissioner, Director/Secretary, and may be attested by either:

- 1. The Secretary when not executed by the Director/ Secretary or
- 2. The Assistant Secretary

B. ELECTRONIC SIGNATURES

Electronic signatures of any Commissioner or of the Director/Secretary may be used whenever and as authorized by the Board.

ARTICLE VIII: PAYMENT OF CLAIMS, COSTS, AND EXPENSES

A. AUTHORIZING AND APPROVAL

All 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. The Director

shall examine such claims and statements for authenticity and accuracy prior to the time they are presented to the Board and present his/her recommendations as to whether such claims and statements should be approved. No payment of Park District funds shall be made without authorization or approval by the Board. Board approval may be given in advance for anticipated claims and statements subject to such conditions, limitations, and restrictions as the Board may establish.

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B. AUTHENTICATION AND EVIDENCE OF BOARD APPROVAL

After a claim or statement has been approved by the Board, the Secretary shall execute a certificate (in such manner as the bureau of inspection and supervision of public

offices prescribes) evidencing or attesting to such approval. Such certificates shall be presented to the county auditor with a request that the auditor issue a warrant or warrants to the county treasurer to disburse sufficient funds of the Park District to pay and discharge such claim or statement.

ARTICLE IX: DEPOSIT OF FUNDS RECEIVED

All funds received by or for the benefit of the Park District by way of donations or otherwise shall be deposited with the Licking County Treasurer as custodian of the funds of the Park District.

ARTICLE X: PARK DISTRICT RECORDS

No paper, document, 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 Park District by anyone other than a Commissioner or the Director, without authorization of a Commissioner, or upon legal process.

ARTICLE XI: CONTRACTING FOR PROFESSIONAL, TECHNICAL, CONSULTING AND OTHER SPECIAL SERVICES

No contract or agreement for professional, technical, or other special services (hereinafter called "Service Contracts") shall be authorized or approved by the Board unless and until:

- A. Evidence is submitted to the Board that the proposed charge for such service does not exceed the prevailing rate for services of comparable kind and quality in the State of Ohio. If the service to be performed is to be based on an hourly or other time-related rate, evidence shall also be submitted estimating the time it will take to complete the desired service;
- B. The Board is satisfied that such evidence is reasonably reliable and is reasonably representative of charges for similar service in the State of Ohio; and

- C. The person who is to perform such service represents, in writing, that such proposed charge does not exceed said prevailing rate.

The Board may invite proposals for the performance of such Service Contracts from two or more persons and may consider such proposals as evidence of such prevailing rate. However, the Board shall not be required to invite or accept such proposals, but may rely, in whole or in part, on other evidence which it deems to be reasonably reliable and reasonably representative in making its determination.

The Board, in its discretion, may waive compliance with the above procedure, in whole or in part, when the estimated cost of the Service contract is less than Five Thousand (\$5,000.00) Dollars.

ARTICLE XII: EMPLOYEE COMPENSATION

The Board shall fix the length of service, compensation, and other terms of employment for all employees and no person shall be employed in any position unless and until all of the same has been fixed for such position.

ARTICLE XIII: INDEMNIFICATION OF COMMISSIONERS, DIRECTORS, AND OTHERS

- A. The Park District shall indemnify, to the full extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Park District) by reason of the fact that he/she is or was a Commissioner, Director, employee, or agent of the Park District, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Park District, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed in or not opposed to the best interests of the Park District, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful; provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Park District unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

- B. To the extent that a Commissioner, Director, employee, or agent of the Park District has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section A., or in the defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.
- C. Any indemnification hereunder shall be made by the Park District only as authorized in the specific case upon a determination that indemnification of the Commissioner, Director, employee, or agent is proper in the circumstances because he/she met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) by the Board of Commissioners by a majority vote of Commissioners who were not parties to such action, suit, or proceeding, or (2) is not possible, by the Prosecuting Attorney for Licking County, Ohio in a written opinion, or (3) if writing such an opinion would create a conflict of interest for the Prosecuting Attorney, by ruling of the Judge for the Probate Court, Licking County, Ohio.
- D. Expenses incurred by a Commissioner or Director in defending a civil or criminal action, suit, or proceeding shall be paid by the Park District in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Commissioner or Director to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Park District as authorized in this ARTICLE. Such expenses incurred by other employees or agents may be so paid upon such terms and conditions, if any, as the Board of Commissioners deems appropriate.
- E. The indemnification or advancement of expenses provided by, or granted pursuant to, the other sections of this ARTICLE shall not be deemed exclusive or any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of the Board of Commissioners, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.
- F. The Park District shall have power to purchase and maintain insurance on behalf of any person who is or was a Commissioner, Director, employee, or agent of the Park District, or is or was serving at the request of the Park District as a Commissioner, Director, employee, or agent of any other legal entity against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Park District would have the power to indemnify him/her against such liability under the provisions of this ARTICLE.
- G. The indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE shall continue as to a person who has ceased to be a Commissioner, Director, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

The By-Laws of the Licking Park District shall remain in full force and effect and are confirmed and ratified.

BOARD OF PARK COMMISSIONERS

James E. Bradley

Nancy Utz

Edward Bohren

Susan Scott

Stephen Holloway