

BY-LAWS OF TRUMBULL COUNTY METROPOLITAN PARK DISTRICT

ORIGINAL ADOPTED DATE - Jan. 23 2013

ARTICLE I: MISSION

The mission of the Trumbull County MetroParks is to conserve, manage, protect and promote Trumbull County's natural resources for the benefit of the public's recreational needs, environmental education, awareness, health and enjoyment.

ARTICLE II: OFFICE

The principal office of the Trumbull County Metropolitan Park District (hereinafter referred to as the "Park District") shall be at 347 N. Park Avenue, County of Trumbull, State of Ohio.

ARTICLE III: APPLICABILITY

These by-laws are binding on the Board of the Park Commissioners (hereinafter referred to as the "Board") and on any and all Commissioners of the Park District. Staff regulations will conform to the provisions of these policies. These by-laws are intended to facilitate the Board's effectiveness and efficiencies.

ARTICLE IV: MEETINGS AND NOTICES THEREOF

A. REGULAR MEETINGS: ORGANIZATIONAL MEETING

1. The Board shall hold a regular meeting at least once during each quarter during the calendar year. 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

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. Written notice of all regularly scheduled meetings and all special meetings shall be provided to at least one newspaper of general circulation in Trumbull County, Ohio.

2. Each such notice of a regularly scheduled meeting shall state the time, date, and place of such meeting.

3. Each said notice of a special meeting shall state the time, date, place and purpose of such meeting.

D. NOTICE OF EMERGENCY MEETINGS

Notice of all emergency meetings, stating the date, time, place and specific reason must be given to each Commissioner at least three (3) hours prior to any such emergency meeting. Such notice shall be given by telephone, fax, e-mail or in person. The newspaper of general circulation referenced above shall also be given at least three (3) hours notice of said emergency meeting. Emergency for the purposes of this paragraph is an exigent situation involving the serious harm or financial peril to the District and its property. Emergency meetings shall be exercised in very limited circumstances.

E. 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.

ARTICLE V: QUORUM

The Board shall consist of no less than three (3) and no more than five (5) Commissioners. As of the date hereof, the Board consists 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, and the affirmative votes of at least the majority of those Commissioners present shall be required for the adoption of any motion or resolution.

ARTICLE VII: 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 seven (7) days prior to the meeting at which such matter is intended to be considered. The Board may at its discretion waive such requirements.

ARTICLE VIII: BOARD MEMBERS, OFFICERS AND EXECUTIVE EMPLOYEES

A. DUTIES

1. **Appointment.** Board Members ("Commissioners") shall be appointed by the Trumbull County Probate Court in accordance with Ohio Revised Code Section 1545.05.
2. **Voting Power.** Board Members shall each have one (1) vote which is nonassignable and may not be voted by proxy.
3. **Powers and Duties.** The Board shall be the governing body of the Park District and may exercise all powers and authorities and do all the lawful acts which advance the purpose of the Park District and which are not forbidden by its Rules and Regulations and the Ohio Revised Code.

A Commissioner shall not use a park district facility or participate in a Park District program if such use or participation will have the effect of excluding a paying resident or non-resident user.

B. OFFICERS

The Board shall elect a Chairperson and a Vice Chairperson each of whom shall be Board Members.

1. The Chairperson shall preside at all Board meetings at which he or she 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.

C. EX OFFICIO OFFICERS

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

D. OPERATIONS EMPLOYEES

1. **Employees.** The Board may employ all necessary and desired employees including but not limited to accountants and legal counsel, to help fulfill its mission and responsibilities. Each employee shall have a designated job description approved by the Board and may adopt staff rules and regulations to accompany and further define said job description. Compensation and benefits shall be set by the Board and all employees shall be employees at will.
3. **Additional Matters.** The Board believes that it is in the best interests of the Park District to maintain an informed and educated Park District staff. The Board thus believes that the Park District should pay appropriate costs and expenses for designated employees to attend appropriate conferences, training sessions, professional development meetings and belong to professional organizations, within the limits of the budgeted funds and as determined by the Board.

ARTICLE IX: 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, or duly designated employee.

B. ELECTRONIC SIGNATURES

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

ARTICLE X: APPLICABLE LAW

The Board shall comply with all Ohio Revised Code Sections and the Ohio Administrative Code Sections that may apply to park districts created under Ohio Revised Code Sections 1545.01, et seq.; including but not limited public bidding laws under Ohio Revised Code.

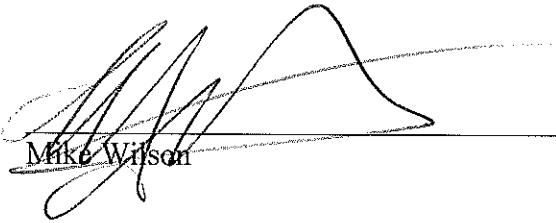
ARTICLE XI: INDEMNIFICATION OF COMMISSIONERS, DIRECTORS AND OTHERS

A. Indemnification. 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, or 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 indemnify for such expenses which the Court shall deem proper.

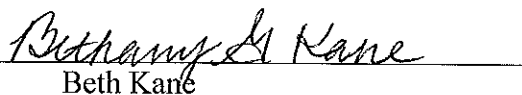
B. Costs and Expenses. Expenses incurred by a Commissioner or authorized employee in defending a civil or criminal action, suit, or proceeding shall be paid by the Park District in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Commissioner or authorized employee 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 deems appropriate.

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

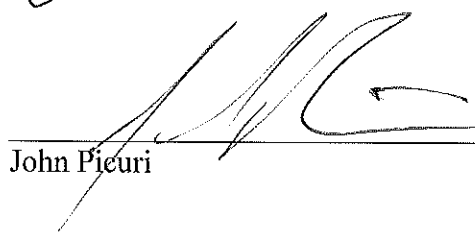
BOARD OF PARK COMMISSIONERS



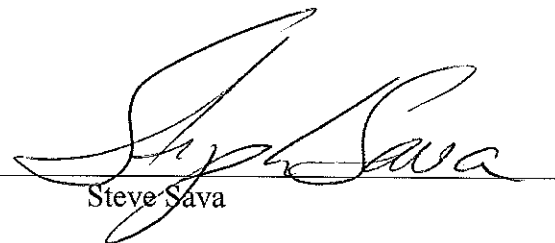
Mike Wilson



Beth Kane



John Picuri



Steve Sava



John Brown Jr.

1st Reading Oct. 23, 2012

2nd Reading Nov. 27, 2012

3rd Reading Jan. 23, 2013