

RESOLUTION NO. 4499 - Adopted August 1, 1977
RESOLUTION NO. 4682 - Revised October 6, 1980
RESOLUTION NO. 4867 - Revised June 17, 1985
RESOLUTION NO. 4887 - Revised October 21, 1985
RESOLUTION NO. 4986 - Revised March 21, 1988
RESOLUTION NO. 5034 - Revised January 9, 1989
RESOLUTION NO. 90-01-010 - Revised January 12, 1990
RESOLUTION NO. 91-01-006 - Revised January 10, 1991
RESOLUTION NO. 92-01-006 - Revised January 9, 1992
RESOLUTION NO. 93-01-005 - Revised January 8, 1993
RESOLUTION NO. 94-01-007 - Revised January 13, 1994

RESOLUTION NO. 95-01-009 - Revised January 5, 1995
RESOLUTION NO. 96-01-006 - Revised January 9, 1996
RESOLUTION NO. 97-01-007 - Revised January 9, 1997
RESOLUTION NO. 97-05-130 - Revised May 7, 1997
RESOLUTION NO. 98-01-009 - January 9, 1998 (no revisions from May 7, 1997)
RESOLUTION NO. 99-01-006 - January 14, 1999
RESOLUTION NO. 00-01-007 - January 6, 2000
RESOLUTION NO. 01-01-007 - January 11, 2001
RESOLUTION NO. 03-01-006 - January 9, 2003
RESOLUTION NO. 06-01-005 - January 9, 2006
RESOLUTION NO. 08-01-005 - January 10, 2008
RESOLUTION NO. 13-01-006 - January 10, 2013
RESOLUTION NO. 15-01-006 - January 8, 2015
RESOLUTION NO. 16-01-004 - January 7, 2016
RESOLUTION NO. 16-05-095 - May 26, 2016
RESOLUTION NO. 17-01-004 - January 6, 2017
RESOLUTION NO. 18-01-004 - January 18, 2018

BOARD OF PARK COMMISSIONERS OF THE
CLEVELAND METROPOLITAN PARK DISTRICT

BY-LAWS

ARTICLE 1. BOARD OF PARK COMMISSIONERS

Section 1. **Board of Park Commissioners.** The commissioners, appointed in accordance with Section 1545.09 of the Ohio Revised Code (ORC), will constitute the Board of Park Commissioners of the Cleveland Metropolitan Park District (the "Board") and shall have all of the powers and responsibilities enumerated in ORC Chapter 1545. 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. The Board was created on July 23, 1917 by action of the Cuyahoga County Probate Court in accordance with provisions of ORC Chapter 1545, constitutes a separate political subdivision of the State of Ohio and as such is not subject to the jurisdiction of any local form of government such as a county, municipality or township.

- a. **Board Policies:** The Board shall serve as the policy-making approval authority and shall review Board level policy at least once every five (5) years or more often as necessary. New Board policies shall have two public readings before being voted upon and adopted by the Board. Existing Board policies which are being reviewed at the five year anniversary and contain no substantial changes, may be adopted upon one public reading.
- b. **Park District Ordinances:** The Board shall adopt, on an annual basis, and more frequently if necessary, Rules and Regulations that are numbered laws or decrees. Ordinances are developed by the Chief Ranger, Chief Prosecuting Attorney and Chief Legal & Ethics Officer and submitted to the Board for adoption.

Section 2. **Quorum.** Two members 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 two members necessary in order to adopt any motion or resolution. The President may second and vote on any action.

Section 3. **Officers and Appointments of the Board.**

- a. The officers of this Board shall consist of a President and two Vice Presidents, and shall serve one year terms. Board members shall annually rotate through the officer positions at the first meeting of the calendar year as determined by the date of his or her appointment to the Board. Specifically, unless otherwise as is necessary, a newly appointed Board member shall serve one, one-year term as Vice President prior to serving as President. Once a Board member serves his/her term as President and if the Probate Judge appoints the Board member to an additional term, he/she shall then serve at least one, one-year term as Vice President prior to serving an additional term as President. Pursuant to ORC §1545.07, an Executive Director-Secretary shall be chosen by the Board, and a

Treasurer and outside General Counsel, and other counsel deemed necessary, shall be chosen by the Board at the latest by the first meeting of the calendar year, to serve at the pleasure of the Board, and none of such positions shall be filled by members of the Board. This provision does not preclude additional counsel from being retained throughout the year pursuant to Article 5.

- b. The Executive Director-Secretary shall be known as the Chief Executive Officer (CEO) of the Cleveland Metropolitan Park District and shall serve as the secretary to the Board pursuant to ORC §1545.07. The CEO shall make an accurate and permanent record of the proceedings of the Board, affix his/her signature thereto after the proceedings have been approved, shall certify all vouchers approved by the Board for payment, and shall sign, as authorized, all legal documents for and on behalf of the Board, and may authorize employees to serve in their official capacity on certain boards, commissions or offices. In the absence of the CEO from the office which is documented by a written statement, his/her designee, shall serve in the place of the CEO. The CEO may designate certain staff to execute template contracts which have been created or approved by the Legal Department. The CEO shall have the responsibility of approving operational and administrative policies which have been developed and updated by staff. These operational and administrative policies shall govern the day-to-day operations, and shall be consistent with the policies formulated and adopted by the Board.
- c. The Treasurer shall be an ex officio officer of the Board and shall be known as the Chief Financial Officer (CFO), serve as custodian of their funds and serve as their fiscal officer pursuant to ORC §1545.07. The CFO will endorse all checks payable to the depository of the Board, depositing to the credit of the Board all monies received and shall certify sufficiency of funds for contracts and vouchers on behalf of the Board. The CFO shall sign all checks for payment of Board approved and CEO certified payables. The CFO shall also sign all payroll checks in compliance with the Administrative Procedure for Payroll Processing. In the absence of the CFO, his/her designee, shall serve in the place of the CFO.

ARTICLE 2. 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.

Section 2. Business of the Board. Every meeting of the Board shall be open to the public, unless an Executive Session is held pursuant to applicable state law.

Section 3. Posting 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 posted on the Board's Web site and in the Administrative Offices located at 4101 Fulton Parkway, Cleveland, Ohio 44144.

Section 4. Notice of Regular and Special Meetings to the Public. Notice of any change in date, time, or place of a regular meeting shall be posted on the Board's Web site and in the Administrative Offices at least 72 hours in advance of such meeting. The time, place and purpose of a special meeting shall be posted on the Board's Web site and in the Administrative Offices at least twenty-four hours in advance of such meeting, except in the case of an emergency meeting.

- a. Any person who desires to receive advance personal notice of any change in date, time or place of a regular meeting or of any regular or special meeting of the Board at which any specific type of business is to be discussed may receive such advance notice by requesting in writing annually that the CEO put his or her name on a list, and by providing (1) a current email address; or (2) current phone number; or (3) self-addressed, stamped envelopes or postcards. Notice of emergency meetings of the Board requiring immediate official action will be given only to the news media that have requested notification immediately pursuant to ORC § 121.22 and as the same may be amended.

Section 5. Notification of Regular and Special Meetings to the News Media. News media requesting notification of any meetings of the Board will provide the CEO with written designation of the person to whom notification will be given, including said person's name, phone number and e-mail address. 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.

Section 6. Special Meetings. Special meetings of the Board shall be held upon call of any member of the Board or the CEO.

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 7. 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 "Minutes of the Board"; and the record of each meeting in the "Minutes of the Board" 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 CEO. The Resolutions shall be properly indexed. In addition, each meeting shall be tape recorded and those tapes kept in the Board archives as dictated by the records retention schedule. The CEO 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 8. 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 9. 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 CEO at least five (5) 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 10. 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 11. Order of Business. The business of the Board will generally be considered as follows:

- a. Roll call.
- b. Minutes of previous meeting for approval or amendment.
- c. Presentation of Financial Statement.
- d. New Business/CEO's Report.
 - ii. Approval of action items.
 - iii. Approval of resolution to pay expenses of the Board.
- e.
- f. Information/Briefing Items/Policy.
- g. Old business.
- h. Schedule for next meeting.

ARTICLE 3. ETHICS

Section 1. Ohio Ethics Laws. 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.

Section 2. Conflict of Interest Process. In an effort to assist the Board's and its employees' compliance with the conflict of interest provisions of Ohio's Ethics Laws, a conflict of interest vetting process, which includes the review of a list of all Cleveland Metroparks current vendors and/or contractors, shall be completed at least annually. In the event that a conflict of interest scenario would arise after the annual conflict of interest process was conducted, the Board member or employee shall disclose the potential conflict of interest to the CFO and Chief Legal & Ethics Officer to determine appropriate next steps.

ARTICLE 4. EMPLOYEES

The Board shall set the salaries of the CEO and CFO. The Board shall also fix the compensation range for all employees, and no person shall be employed in any position unless the compensation has been fixed for such position. The Board, in its discretion, may review the appointments of senior staff positions, prior to the person's employment, consisting of, inter alia, the Executive Director of Cleveland Metroparks Zoo; Chief Legal & Ethics Officer; Chief Human Resources Officer; Chief Operating Officer; Chief Planning and Design Officer; Chief Marketing Officer; Chief Ranger; Executive Director of Golf Operations, Chief Information Officer, Chief Development Officer. Appointment of Ranger personnel shall be in conformance with ORC §1545.13.

ARTICLE 5. PROCUREMENT

Section 1. Procurement of Goods. In procuring any goods, the Board shall contract as a contracting authority under ORC §§307.86 to 307.91.

Section 2. Procurement of Services.

- a. *Services with a cost of up to \$50,000.* In contracting for professional, technical, consulting, or other special services, unless otherwise required under any of ORC §§9.33 to 9.334 or 153.65 to 153.71, inclusive, the CEO may, after considering no fewer than three quotes from persons or entities who could perform the contract and the competence, ability and availability of said person or entity, hire any such person or entity and authorize a contract therewith.
- b. *Services with a cost over \$50,000.* In contracting for professional, technical, consulting, or other special services, unless otherwise required under any of ORC §§9.33 to 9.334 or 153.65-153.71, inclusive, the CEO shall issue a Request for Proposal (RFP), Request for Qualifications (RFQ), Request for Information (RFI) or other competitive process to evaluate the competence, ability and availability of any person or entity and, upon the recommendation of the CEO, the Board may hire any such person or entity and authorize a contract therewith.
- c. *Concession/Management Operations or Special Services:*
 - i. For agreements valued under \$100,000.00 per annum, the CEO may approve a concession/management agreement for a “new concession/management 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/management operation” is defined as a concession/management 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/management operation that has completed a trial or pilot time period.
 - ii. The CEO shall issue a RFP, RFQ, RFI or other competitive process for all concession/management operations that do not qualify as a “new concession/management operation,” to evaluate the competence, ability and availability of any person or entity, and upon the recommendation of the CEO, the Board, may hire any such person or entity and authorize a contract therewith.
 - (a) Contracts for concession, management operation or other special services under Section 2(c)(ii) may be for a period of years not to exceed five (5) years, except where substantial capital improvements to be paid by the concessionaire/management entity 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. Procurement of Construction

- a. *Cost Up To \$50,000.* In contracting for anything to be constructed at a cost up to \$50,000 unless otherwise required under ORC §§ 153.12 to 153.14, 9.33 to 9.334, or 153.65 to 153.71, inclusive, the CEO may, after considering no fewer than three quotes from persons or entities who could perform the contract and the competence, ability and availability of said person or entity, hire any such person or entity and authorize a contract therewith.
- b. *Cost Over \$50,000.* For anything to be constructed at a cost of greater than \$50,000, the Board shall award all construction contracts to the bidder it determines to be the lowest and best bidder or the best value proposer, as the case may be, in accordance with the applicable provisions of ORC §§ 153.12 to 153.14, 9.33 to 9.334, or 153.65 to 153.71 inclusive.

Section 4. Procurement Authority of CEO.

- a. *Authority up to \$50,000.* The CEO is authorized to enter into contracts and contract amendments for construction, change orders, and to purchase equipment, goods and services, and real estate, without prior approval of the Board in each instance, if the cost of the contract or contract amendment, for any single project, or the amount of the purchase,

does not exceed \$50,000. Any contracts where the cost exceeds \$10,000 or any purchase where the amount exceeds \$10,000, and approved by the CEO, shall be reported to the Board at its next regularly scheduled meeting following the execution of said contract or said purchase.

- b. *Change Orders.* For construction contracts that are greater than \$50,000, the CEO is not authorized to enter into any change orders to construction contracts, without prior approval of the Board in each instance, except that the CEO is authorized to enter into change orders to construction contracts, without prior approval of the Board in each instance, where the additional cost is less than THE LESSER OF: (i) \$50,000, or (ii) ten percent (10%) of the cost of the contract. Each change order by the CEO under this Article shall be reported to the Board at the next meeting of the Board following the execution of said change order.
- c. *Amendment to Professional Service Contract.* For professional service contracts greater than \$50,000, the CEO is not authorized to enter into any amendment to professional services or other special services agreement, without prior approval of the Board in each instance, except that the CEO is authorized to enter into amendments to professional services and other special services agreements for additional fees, without prior approval by the Board in each instance, where the additional fees for the agreement by the CEO pursuant to this Section, aggregate less than THE LESSER OF: (i) \$50,000, or (ii) ten percent (10%) of the cost of the agreement. Each amendment by the CEO under this Section shall be reported to the Board at the next meeting of the Board following the execution of said amendment.
- d. *Emergencies.* All goods and services must be procured in accordance with Sections 1, 2, 3 and 4 of this Article 5, except that when, due to an emergency beyond the control of the Board, or any of its officers, employees or agents, the CEO 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 Park animals or turf or other significant resources, the CEO 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 CEO 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.

Section 5. No value or use. Personal property not needed for Park purposes, the estimated value of which is less than \$10,000, may be sold upon approval by the CEO 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.

Section 6. Certification by CFO. All contracts will be certified by the CFO for sufficiency of funds.

Section 7. Rejection of Bids and/or Proposals. In awarding any contracts pursuant to Article 5 of the By-Laws, the Board may choose to reject all bids and/or proposals.

Section 8. No Split or division. No contract may be artificially split or divided so as to avoid any of the bidding requirements provided in these By-Laws.

ARTICLE 6. APPROVAL OF VOUCHERS

Section 1. Voucher for Payment. All vouchers in payment of bills shall be certified by the CEO and then ratified for payment by a resolution duly approved by the Board at the board meeting immediately following payment.

Section 2. Approval of Payment. The resolution authorizing payment shall not include any voucher which has not been first approved by the proper employee of the Board, as to its quantity, quality, price, validity and legality.

Section 3. Certification. The CFO shall not issue his/her check unless the voucher is certified by the CEO.

ARTICLE 7. 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.

ARTICLE 8. SETTLEMENT AUTHORITY

Section 1. Value. The following Board employees or insurance carriers pursuant to the terms of an agreement approved by the Chief Legal & Ethics Officer shall have authority to settle claims arising against the Board for up to and including the following amounts: Insurance Carrier: \$10,000; Director of Risk Management--\$25,000; Chief Legal & Ethics Officer--\$50,000; CEO--\$100,000.

Section 2. Limit of Authority. No such claim shall be settled for more than \$100,000 without the prior approval of the Board through passage of a resolution.

All previous resolutions pertaining to the bylaws of the Board of Park Commissioners of the Cleveland Metropolitan Park District are hereby repealed.

Approved this 18th day of January 2018.

Board of Park Commissioners
Cleveland Metropolitan Park District



President Dan T. Moore



Vice President Bruce G. Rinker



Vice President Debra K. Berry

Attest: 

Brian M. Zimmerman, Chief Executive Officer