

BYLAWS
of the
Preble County Park District
Board of Park Commissioners

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BYLAWS

ARTICLE I: BOARD MEMBERSHIP

A. BOARD MEMBERSHIP, etc.

1. Appointment of Park Commissioners, etc.

The Board of Park Commissioners of the Preble County Park District (hereinafter referred to as ("the Board")) shall consist of members (an individual voting member of the Board is occasionally referred to herein as a "Park Commissioner") who have been appointed the Board by the Probate Court Judge of Preble County, Ohio. The Board and the park district shall be governed by the provisions of Ohio Revised Code (ORC) Chapter 1545 and other applicable statutes. These bylaws are composed and adopted in accordance with ORC section 1545.09.

ARTICLE II: OFFICE

B. LOCATION OF OFFICE

1. Designation of Principal Office of Board and Organization

The principal office of the Preble County Park District (hereinafter referred to as the "park district") and the Board thereof shall be located at 9691 State Route 503 North, Lewisburg, County of Preble, State of Ohio, 45338 or other site so designated by the Board.

**ARTICLE III: MEETINGS of the BOARD, PERSONNEL
and DUTIES RELATING TO MEETINGS of the BOARD**

A. ORGANIZATIONAL MEETING

1. Monthly and Organizational Meetings

The Board shall schedule a meeting at least once during each calendar month. At the first regular meeting held each year the Board shall elect officers, may adopt a schedule of regular monthly meetings for the current calendar year and shall transact such other business as may be brought before the Board. The first or the "organizational" meeting of each calendar year is generally scheduled for and held during January of each year.

B. BOARD OFFICERS and OTHER PERSONNEL

1. Board Officers

The officers of the Board shall consist of a President, and a Vice-President, who shall be members of the Board and shall be elected by the Board annually at the first meeting of the calendar year, each to serve one calendar year or until his/her successor is elected, whichever is later. If during the course of any year, the office of President becomes vacant due to the resignation from the Board or removal of the

President from the Board the Vice President shall assume the office of President. If during the course of any year the office of Vice President becomes vacant, the Board may elect a replacement from among its members to serve as Vice President for the remainder of that year.

2. Director, Secretary, Treasurer and Other Personnel

A Director (hereinafter referred to as "the Director"), a park district Treasurer (occasionally referred to as the Chief Fiscal Officer or CFO), general counsel and/or other legal counsel(s), may be chosen or affirmed by the Board at the Organizational meeting, each to serve at the pleasure of the Board. Except as specifically allowed for and detailed hereinafter, none of such positions or roles noted in the preceding sentence shall be filled by a currant Park Commissioner.

The Director shall serve as Chief Executive Officer (CEO) of the Board. Unless otherwise determined by the Board, the Director shall also serve as Secretary of the Board (the Secretary is occasionally, referred to in sections other than in Chapter 1545 of the Ohio Revised Code as the "Clerk" of the Board). In this role the Secretary shall make and keep on file an accurate and permanent record of the proceedings of the Board, affix his/her signature attesting to the Board's approval thereof after the proceedings or any document presented as part of the proceedings of the Board have/has been approved by the Board. The Director is authorized to sign all contracts or other legal documents which have been approved by the Board or which are authorized herein for and on behalf of the Board unless specifically otherwise determined by the Board. The Board may also assign to the Director responsibilities in addition to those provided for in these bylaws.

In the absence of the Director, his/her designee, as approved by the Board, shall serve in the place of the Director to perform the duties described in the preceding paragraph and other assigned duties. The Board may, at its discretion, choose to leave the Director position unfilled and if so, shall appoint a person; employee, contractor or volunteer to fulfill all or designed parts of the regularly assigned duties of the Director. The position(s) may be filled by either a Board member serving without compensation for such duties, a paid employee, a contractor who has or his/her employer has no impermissible financial conflicting interest as defined by the State of Ohio, or an unpaid volunteer who is other than a member of the Board.

The Board has previously created and filled the position of Park District Treasurer as provided for by ORC 1545.07. The park district Treasurer shall also be an ex-officio (non-voting) officer of the Board and is herein after referred to as "the Treasurer". The Treasurer shall maintain the official financial depository of the Board, shall pay-in to the accounts of the Board all funds of the park district which have been presented to the Treasurer to the credit of the Board and pursuant to the provisions of the Ohio Revised Code, shall credit to the accounts of the Board all monies generated through investment of the funds of the Board.

In the absence of the Treasurer, his/her designee, as approved by the Board, shall serve in the place of the Treasurer to perform the duties described herein as the duties of the Treasurer. The Board may, at its discretion, choose to leave the Treasurer position unfilled for a period of time and if so, shall appoint a temporary person; employee, contractor or volunteer to fulfill all or designed parts of the regularly assigned duties of the Treasurer. The position of Treasurer or duties of the Treasurer in the short or long term shall be filled by either a Board member serving without compensation for such duties, a paid employee, a contractor who or whose employer has no impermissible financial conflicting interest as defined by the State of Ohio, or an unpaid volunteer who is other than a member of the Board.

The Treasurer's duties shall also include the keeping accurate records of the financial accounts of the Board, tracking of all monies received and expended by the Board, certifying the sufficiency of funds for contracts and vouchers on behalf of the Board and paying all vouchers which have been certified as Board approved by its Secretary (or the Director, if Board secretary functions have not been assigned by the Board to a person other than the person who has been designated as the Director by the Board) by drawing on the funds of the park district. Additionally, the Treasurer shall process all payments made for the purpose of employee compensation, making and reporting all withholding as required by applicable law and if optional under the law, processing other payroll deductions pursuant to Board directives. The Board may also assign to the Treasurer responsibilities in addition to those provided for in these bylaws.

C. TYPES of BOARD MEETINGS and NOTICES THEREOF, ETC.

1. Meeting Defined, Transparency, Executive Sessions and Posting of Meeting Notices

As used herein, "meeting" shall be defined as any prearranged discussion of the business of the Board by a majority (also known as a quorum) of its current voting members.

Every meeting of the Board and any part thereof shall be open to the public, unless an executive session is called for by a majority vote of the Park Commissioners present, entered into and held pursuant to applicable State law. Discussion in the executive session portion of a meeting may be conducted in private with only the Park Commissioners and the Board's invited guests present.

A notice of the time, date and place of every meeting of the Board shall be physically posted in advance of the meeting not less than for the period of time notice is to be provided for the specific type meeting scheduled as given below in a standard, consistent, prominent, public location in and/or adjacent to the principal office of the Board and on the official website of the park district where it may be publicly viewed. Such posting may consist of a written meeting agenda or a draft written meeting agenda, which shall include, but is not necessarily limited to; a listing of the date, location and time of day of a scheduled meeting of the Board is to be held.

2. Regular Meeting Defined and Notices Thereof

A Regular meeting of the Board is a gathering of Board members at which any business of the park district may be discussed and/or acted upon by the Board. A Regular meeting of the Board shall be scheduled to occur once each calendar month and if held on that occasion, shall be held on/at such date, location and time as scheduled provided that a quorum of Board members is present and that prior to the start of each meeting notice of the meeting as provided for herein, has been undertaken.

Notices of Regular meetings shall be sent to each Park Commissioner member of the Board at least forty-eight (48) hours before the time of such meeting. Notice to each member shall be given verbally by telephone, by text message, by email or by being personally served on each Board member at least forty-eight (48) hours before the scheduled time of the start of such meeting.

A representative of the news media or any person who wishes to receive notice of a Regular meeting of the Board may receive advance notice of a regular meeting provided that each such person has first requested notice in writing annually. Such requests for notification shall be directed to the current person designed by the Board to perform the duties of the secretary of the Board and shall contain a request that the requestor's

name be placed on the contact list for Regular meeting notification. A requestor shall provide a supply of self-addressed and stamped envelopes for the notices to be inserted and mailed to the requestor. Failure of any person to receive notice of a Regular meeting shall not invalidate such meeting or any of its proceedings.

The Board shall not hold a Regular meeting without first providing at least forty-eight (48) advance notice of such Regular meeting or meetings in writing of the scheduled time and place of such Regular meeting to a representative of the news media or any other person who has requested notification and who has complied with the request process described above.

3. Special Meeting Purpose and Notices Thereof

Special meetings of the Board may be held for the purpose of Board discussion and/or Board action on a specific topic or topics. A Special meeting shall be scheduled upon the call of any member of the Board or of the Director. Notices of Special meetings shall be sent to each Park Commissioner member of the Board at least twenty-four (24) hours before the time of such meetings or given verbally by telephone or by text message, by email or by being personally served on each Park Commissioner member at least eight (8) hours before the scheduled time of the start of such meeting. Failure of any Board member to receive notice of a Special meeting shall not invalidate any actions taken by the Board at such meeting or any of its proceedings at such meeting.

A representative of the news media or any person who wishes to receive notice of a Special meeting of the Board may receive advance notice of such meeting. Such person shall have requested such notice in writing annually. Requests for notification shall be directed to the person designed by the Board as its Secretary and shall contain a request that the requestor's name be placed on the contact list for Special meeting notification. A requestor shall also provide a supply of self-addressed and stamped envelopes with current US postage for first class mail so that the notices may be inserted and mailed to the requestor. A requestor shall also provide an email address, a telephone number capable of receiving voice messages, or a telephone number capable of receiving text messages and a supply of self-addressed and stamped envelopes for the notices to be inserted and mailed to the requestor at least 24 hours in advance of a Special meeting even if notice of a Special meeting sent by regular delivery first class US mail will likely be received by the requestor after the Special meeting has occurred.

Failure of the representative of the news media or any person who has requested notice of a Special meeting to receive it or to receive it in a timely fashion shall not invalidate such meeting or any of its proceedings.

The Board shall not hold a Special meeting without first providing at least twenty-four (24) hours advance notice of such Special meeting either in writing or by telephone of the time, place and purpose of such special meeting to a representative of the news media or any other person who has requested notification and who has complied with the request process described above.

4. Emergency Meetings; Purpose and Notices Thereof

An emergency meeting of the Board may be called for the purpose of Board discussion and/or Board action on a matter or matters hitherto unexpected and urgent. An emergency meeting shall be scheduled upon the call of any member of the Board, the Secretary or the Director.

Notices of emergency meetings shall be sent to each Park Commissioner member of the Board at least eight (8) hours before scheduled time of the of such meeting verbally by telephone, by email or personally served on each Park Commissioner member at least eight (8) hours before the time of such meeting by the person currently assigned the duties of secretary of the Board by the Board, the Director or the member of the Board who has called for the emergency meeting to be held.

A good faith effort to provide the notice as indicated above shall be made. However, failure of any Board member to receive notice or timely notice of an emergency meeting shall not invalidate such meeting, any action taken by the Board at such meeting or any of the proceedings at such meeting.

A representative of the news media or any person who wishes to receive notice of an Emergency meeting of the Board may receive advance notice of such meeting provided first that such person has requested such notice in writing annually. Such requests for notification shall be directed to the person designed by the Board as the current secretary of the Board and shall contain a request that the requestor's name and contact information be placed on the contact list for Emergency meeting notification. A requestor shall also provide an email address, a telephone number capable of receiving voice messages and a telephone number capable of receiving text messages. A requestor shall also provide a supply of self-addressed and stamped envelopes with current US postage for first class mail so that the notices may be inserted and mailed to the requestor even if notice of an Emergency meeting will likely be received by the requestor after the Emergency meeting has occurred.

The Board shall not hold an Emergency meeting without providing at least eight (8) hours advance notice by in writing or by telephone of the date, location, time and purpose of such Emergency meeting to the news media representative(s) and any other person(s) who has requested such notification and who has complied with the request provisions noted in the paragraph above. A good faith effort to provide notice shall be made by however, failure of a representative of the news media or of any person to receive advance notice or a timely notice after a good faith attempt to provide notice of an Emergency meeting which has been announced as provided for herein shall not invalidate such meeting, any action taken by the Board at such meeting or any of the proceedings at such meeting.

5. Rescheduling or Cancellation of Regular or Other Board Meetings

The scheduled and/or previously announced time, place and/or date of any meeting of the Board may be subsequently changed, rescheduled, or cancelled by the President of the Board or in the absence of the President, the Vice President. If rescheduled, notice of the revised time, place and/or date of the revised meeting shall be posted and notice provided pursuant to the provisions in these bylaws applicable to the type of meeting, which was previously scheduled and/or announced which is to be rescheduled.

If the start of a scheduled and announced meeting has been delayed for a short period of time, a new or additional meeting notification and/or posting process is not required.

6. Proof of Meeting Notice Process

Written proof of the provision of notice of any meeting of the Board as provided for above shall be made by the Director, the Secretary, by a Park Commissioner or other person who provided the notice of a meeting of the Board. Such written proof of process shall indicate, the type of meeting, the name of the person or persons to whom the

notice was to be provided, the method of posting and/or transmittal, the time and date of the meeting for which notice was provided, the method, time and the date of the notice provided or attempt(s) to serve notice, and the name of the person who undertook to provide the notice. Proof of notice shall be conveyed to and kept by the person assigned by the Board to perform the duties of the secretary of the Board.

ARTICLE IV: BOARD MEETING PROCEDURES

A. MEETING PROCESSES

1. Applications and Other Communications to the Board

All petitions, applications, requests and other communications intended for the consideration of the Board and/or action of the Board (other than those matters presented by a member of the Board, the Director, the secretary or the Treasurer) shall be in writing and shall not be considered nor acted upon by the Board unless placed in the hands of the Director at least forty-eight (48) hours before a meeting of the Board; provided, however, that the presiding officer at a Board meeting may grant an exception to such requirement.

Additionally, the Board may set aside a period of time at a public meeting as evidenced by an inclusion on a written meeting agenda, of a period of time for public comments and if so, the presiding officer of the Board may establish and announce time limits for such comments. In the interest of completing the regular responsibilities of the Board in the limited time available at a meeting, those who wish to address the Board verbally during such occasions should not expect an immediate response to questions or comments that have made during such a period. Members of the public or others however, are encouraged to provide written comments and/or questions at any time as a way to better insure a timely and complete response from the Board or others as may be assigned by the Board to respond.

2. Meeting Quorum, etc.

A majority of the Park Commissioners currently serving as voting members of the Board shall constitute a quorum of the Board as necessary for any meeting and/or action of the Board to occur. Action of the Board may be by motion or resolution. Unless otherwise proscribed by applicable law, a majority of all Park Commissioners present who cast a vote in the affirmative abstentions not included shall be necessary to adopt any motion or resolution.

3. Presiding Board Officer and Roberts Rules at Meetings of the Board

The President shall preside at all meetings. However, in the absence or disability of the President, the Vice-President shall perform this duty. "Robert's Rules of Parliamentary Procedure" shall govern the proceedings of the Board at its meetings when not otherwise expressly ordered by the action of the Board or when not otherwise provided for herein.

4. Meeting Agenda

Unless directed otherwise by the officer presiding over the meeting the business of the Board at its regular meetings shall be considered as follows:

1. Roll Call
2. Minutes of the Previous Meeting(s)
3. Financial Report
4. Public Comment
5. Director's Report
6. Approval or Disapproval of Expenditures
7. Park Commissioner Comments
8. Old Business
9. New Business
10. Executive Session, If any
11. Adjournment

ARTICLE V: RECORDS

A. RECORDS of BOARD and PARK DISTRICT

1. Meeting Minutes, etc.

An accurate and permanent record of the proceedings of the meetings of the Board 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 constitute the only evidence of the acts of the Board at such meeting, after they have been approved by the Board, signed by the presiding officer and attested to by the person currently assigned by the Board to serve as secretary of the Board. All of the approved "Minutes of the Board" from each meeting of the Board shall be compiled and properly indexed. Unless otherwise determined by the Board, the person currently assigned by the Board to perform the duties of secretary of the Board shall be the official custodian of all the records of the Board, shall be the proper person to certify, verify or attest to any action of the Board and shall serve as the chief public records officer of the Board and of the park district.

2. Contents of Minutes and Availability of Minutes and Other Records

The official minutes of any meeting of the Board and shall be approved by the Board and shall be open for public inspection. The minutes record the actions of the Board and pursuant to state law shall, reflect the procedures used by the Board to enter into an executive session. As the minutes relate to executive sessions, they need only reflect the general purpose of discussion therein. Any action of the Board to enter into executive session shall be taken in regular public session at a meeting, which has been announced in compliance with the policies contained in the bylaws of the Board and applicable sections of state law.

All the documents and other public records of the Board and of the park district shall be available to the public or to any person upon request pursuant to state law, applicable federal statute and subject to the policies of the Board.

ARTICLE VI: ADDITIONAL FUNCTIONS AND ASSIGNMENTS OF EXECUTIVE PERSONNEL

A. DIRECTOR

1. Authorities and Operational Responsibilities of the Director

Subject to the direction of the Board and in compliance with applicable law the Director as the Chief Executive Officer of the Board, shall be responsible for the administration of the park district's operations and its property. The Director is authorized and required to implement all orders and resolutions of the Board or cause the same to be implemented.

The Director shall comply with the budgetary directives adopted by the Board and is therefore authorized to implement administrative procedures consistent therewith. In compliance with any duties or functions assigned in an applicable position description or contract for services which has been approved by the Board, the Director or his/her designee(s) unless otherwise determined and directed by the Board, shall provide general oversight and supervision to all park district employees and shall in similar fashion, oversee the implementation of all the contracts of the Board and of the park district.

2. Director's Authority to Enter into Contracts and to Make Purchases, which are Not "Special Services."

In addition to the directives herein, the Director and/or his/her designees shall always seek to use to the funds of the park district wisely and efficiently and to that end the Director may implement prudent and reasonable administrative policies and procedures which do not conflict with these bylaws, applicable law or the other directives of the Board to insure competitive shopping during the regular procurement of goods and/or services on behalf of the Board and the park district.

Except as otherwise provided for herein, the Director or his/her designee is authorized to enter into contracts for services and to purchase materials, supplies, and equipment to be used in or to further the normal course of operation of the park district without prior specific Board approval. The services previously mentioned are not "special services" as defined by the Revised ORC Section 1545.09, but are regular, customary and routine. The Director is authorized to make and pay for regular, customary and routine services and purchases provided that the total cost of each item does not meet or exceed five hundred dollars (\$500.00) as is evidenced by each contract or invoice for such an expense and also provided that funds are or will be available to make timely payments when due and providing that each such normal (regular, routine or customary) expense has been generally or specifically anticipated by the Board in a current budget which has been approved by the Board.

Emergency contracts for services and/or purchases for expenses which occur between meetings of the Board and which exceed five hundred (\$500) shall first be approved by the current President of the Board or if after a reasonable and diligent attempt to contract the President for approval has failed, then the Vice President of the Board shall be contracted and may authorize the Director or his/her designee emergency contracting or purchasing authority which exceeds the limits described above.

ARTICLE VII: EMPLOYEE COMPENSATION, ETC

A. APPOINTMENT OF EMPLOYEES, ETC.

1. Appointment of Employees, etc.

The Board shall set the salary and any other compensation of the Director and the salary and any other compensation of the Treasurer and of the secretary if the duties of Treasurer and those of the secretary of the Board, one or the other or both, have been assigned by the Board to a person or parties other than the Director.

The Board may, appoint or remove the Director at its sole discretion subject to any applicable contract, regulation and statute. Unless otherwise determined by law, all employees of the Board shall serve as unclassified civil service employees and unless the Board takes specific action otherwise determining, all employees of the Board and of the park district shall serve as "at will" personnel.

At its discretion, the Board may set the salaries and other compensation of all other employees of the park district or it having first approved a budget providing for the expense, a salary range, a position description and any other perimeters as it determines to be prudent, may authorize the Director to establish the compensation for other employees and may under similar conditions, empower the Director to hire, evaluate, reward, discipline and/or discharge such employees. If, however, the Board delegates any such responsibility to the Director, the Director shall follow any applicable employee policies adopted by the Board and shall report his/her actions related to the hiring, reward, discipline and/or discharge or other related employment action(s) to the members of the Board no later than thirty (30) days following their occurrence.

Rangers or all other persons who are appointed and/or have been employed and assigned to function as a law enforcement officer of the park district by the Board shall be commissioned as such by an act of the Board and shall be qualified, trained and employed pursuant to ORC section 1545.13 and such other statutes or regulations as are or may become applicable to their functions as law enforcement officers of the park district.

ARTICLE VIII: ESTABLISHMENT of and GENERAL PROCEDURES for CONTRACTS, PURCHASES and PAYMENTS

A. CONTRACTURAL OBLIGATIONS of the BOARD

1. Board Approval of Contractual Obligations Required

No contract, agreement, deed, option or other document or action creating any written obligation, contractual relationship from, in or to the Board shall be made, accepted or received on behalf of the Board, except with the approval and authorization of the Board, as provided for within these bylaws or by another official act of the Board, and, when applicable, pursuant to ORC section 307.86 to ORC section 307.91, inclusive relating to competitive bidding, purchasing and contracting.

2. Payment of All Claims, Costs and Expenses

All claims and statements for costs and expenditures of the park district including payroll, utilities, taxes, insurance, materials, supplies, equipment and professional, technical, consulting and or other special services shall be examined and determined whether to be regular, routine and customary or not by the Director. All claims for payment shall also be reviewed, authenticated and examined for contract completeness by the Director. The Director shall certify for payment each authenticated claim or invoice to the Treasurer for payment. Except as otherwise provided for herein or as may be provided for in another act of the Board, any claim, cost or expense that is not regular, routine or customary or which exceeds five-hundred dollars (\$500.00) shall not be certified for payment without prior Board approval.

All payments pending or made require approval and or the acknowledgement of the Board and shall be entered onto a list to be known as the Schedule of Payables. Each Schedule of Payables shall be submitted for the approval and/or acknowledgment of the Board at a meeting of the Board. Unless otherwise determined by a specific act of the Board payment for any emergency contracts for services or emergency purchases made by the Director between meetings of the Board shall be clearly identified as such and shall be included on a Schedule of Payables which shall be provided to and approved and/or in the case of authorized emergency contracting or purchasing, be acknowledged by the Board prior to payment.

3. Authority of a Park Commissioner to Reject Any Payable

Each Park Commissioner present shall have the right and opportunity to object to and vote against any specific pending item or items submitted to the Board for payment approval on a current Schedule of Payables. In the event that any bill or specific item of expense submitted for payment is objected to or voted against by a majority or more of the members of the Board, such bill(s) or item(s) shall not be paid without further Board action or due process of law and shall be removed from the current Schedule of Payables. A Revised Schedule of Payables may then be approved.

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

A. AUTHORITY TO CONTRACT FOR SPECIAL SERVICES

1. Contracting for Special Services for More than \$500 Less Than \$50,000

Pursuant to ORC section 1545.09, the Board shall adopt bylaws or rules establishing a procedure for contracting for professional, technical, consulting or other special services. Such "Special Services" are not deemed to be regular, customary or routine. In order to meet this mandate, the Board has included in its bylaws the following provisions. In the procurement of or contracting for any special service at a cost of less than fifty-thousand dollars (\$50,000.00) for professional, technical, consulting, design build, or other special service, unless otherwise required by the Ohio Revised Code sections 153.65 to 153.71, inclusive or other applicable law, the Board may after considering the competence, ability, availability and cost, of any person, firm or corporation and the recommendation of the Director or the President of the Board, contract with any such person, firm or corporation. Such contract shall be in the form of a written acceptance of a written, proposal, agreement or letter of engagement submitted to the Board or the park district by such person, firm or corporation.

For all such proposed contracts for special services of over five-hundred dollars (\$500.00) and under fifty thousand dollars (\$50,000.00) the Director or the President of the Board may submit to the Board as many as three (3) written proposals from three different persons, firms or corporations qualified to perform the special service.

If the Director or the President of the Board does not submit the proposals of three (3) qualified persons, firms or corporations to the Board for consideration he/she shall

submit to the Board as many as proposals from the persons, firms or corporations which he/she believes to be best qualified along with his/her recommendation and the basis of such a determination.

If in the procurement of a special service any or all of ORC sections 153.65 to 153.71, inclusive apply, the Board and the Director shall follow the requirements of those ORC sections rather than the provisions herein.

2. Procedures to Contract for Special Services of \$50,000 or More

Pursuant to ORC section 1545.09, the Board shall adopt bylaws or rules establishing a procedure for contracting for professional, technical, consulting or other special services. Such "Special Services" are not deemed to be regular, customary or routine. In order to meet this mandate, the Board has included in its bylaws the following provisions. The Board may enter into contracts for professional, technical, consulting or other special services in the amount of fifty thousand dollars (\$50,000.00) or more unless otherwise required by ORC sections 153.65 to 153.71, inclusive or other applicable law as follows. The Director shall submit to the Board the proposals of at least three (3) persons, firms, or agencies qualified to provide the special service required, together with his or her recommendation. If the Director determines that there are not three (3) persons, firms, or agencies qualified to provide such special service, he/she shall submit the proposals of as many as are qualified, together with his/her recommendation and his or her basis for such determination. Giving due consideration to such recommendations and other factors as the Board deems appropriate, the Board shall if it awards any such contract, award the contract for such special services to the person, firm or agency it deems best qualified. Such contract shall be in the form of a written acceptance of a written, proposal, agreement or letter of engagement submitted to the Board or the park district by such person, firm or corporation.

When applicable, the provisions of ORC sections 153.65 to 153.71 inclusive, shall have precedence over the procedures herein.

ARTICLE X: PARK DISTRICT FUNDS

A. CUSTODIAN OF FUNDS

1. Deposit with Treasurer of All Park District Funds

All funds received by or for the benefit of the park district by way of donations, gifts, payments or otherwise shall be conveyed to the Treasurer as custodian of the funds of the Board and of the park district and other than those to be held in an approved trust as provide for herein, shall be placed in a depository selected by the Board as authorized in ORC sections 1545.22, 135.01 and 135.21.

All funds received by the Board as set forth previously shall be held on deposit, or in trust, in a manner consistent with the deposit of other park district funds.

ARTICLE XI: DONATIONS, TRUSTS and RECORDS THEREOF

A. APPROVAL OF DONATIONS

1. Board and Probate Court Approval of Donations, Gifts, Etc. Required

No gift or donation, either in cash or in-kind, real or personal property made to the Board or to the park district, shall be officially and finally accepted without the approval or authorization of the Board, and pursuant to ORC section 1545.11, no gift or donation, either in cash or in-kind, real or personal property made to the Board or to the park district, shall be officially and finally accepted without the approval of the terms of such gift or donation by the Preble County Probate Court.

B. TRUSTS AND REQUIRED RECORDS

1. Trust Reports to be Made at Least Once a Year

The Board may from time to time, and with the approval of the Probate Court, establish such trusts as will be necessary to administer bequests and/or other gifts to the park district, and in furtherance of that process, the Treasurer shall maintain accurate records of the current balance of and the receipts and disbursements to and from such trust or trusts which have been established. The current balance of and the receipts and disbursements to and from such trust or trusts shall be reported to the Board and to the Probate Court by the Treasurer and shall be reflected in the minutes of a Board meeting at least once annually.

ARTICLE XII: MISCELLANEOUS

A. MISCELLANEOUS

1. Indemnification of Board Members and Employees

In the event any Park Commissioner, Director, officer or employee of the Preble County Park District is named as a party to a lawsuit, or is threatened to be made a part of any threatened or other pending legal or regulatory action, then the Board shall, to the fullest extent permitted by the law, indemnify such person against any judgment or any amounts paid in settlement in connection with such actions through such proceeding, including attorney's fees, provided such person was at the time of the alleged occurrence or infraction, acting within such scope of authority extended to that person by the Board of Park Commissioners and provided such party was not engaged in fraudulent and/or illegal conduct.

2. Authority to Remove Records

No original paper, original document, original minutes or original record of other matters which are a part of the permanent records and files of the Board shall be removed from the principal office of the park district, or from the custody of those holding such records pursuant to these bylaws, by anyone other than a Park Commissioner, the Director, the Secretary, or the Treasurer or upon legal process.

3. Amendment of Bylaws

These bylaws may be amended or repealed at any meeting of the Board called for that or another purpose, providing that proposed changes shall first have been submitted to the Board members not less than ten (10) days prior to such meeting.

These bylaws may be reviewed annually by the members of the Board and any proposed changes may be submitted to the Board for its consideration pursuant to the conditions provided for above.

These bylaws and any amendments approved thereto shall be published as provided for in the case of ordinances of a Municipal Corporation before taking effect. A summary of any Amendment meeting the provisions of Section 731.21 of the Ohio Revised Code may be published and posted in lieu of the publication of the complete text of any amendment thereto.

Adopted by Board: Date _____

Published and Effective: Date _____