

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. 98-01-009 - January 9, 1998 (no revisions from May 7, 1997)
 RESOLUTION NO. 99-01-006 - January 14, 1999
 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. 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
 RESOLUTION NO. 20-01-006 - January 15, 2020
 RESOLUTION NO. 21-01-004 - January 14, 2021
 RESOLUTION NO. 21-12-179 - December 16, 2021
 RESOLUTION NO. 23-01-003 - January 19, 2023
 RESOLUTION NO. 23-12-198 - December 14, 2023

**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 of Police, 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 move, 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 legal counsel 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 legal 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, shall set employee compensation including but not limited to tips/gratuities, commissions, merit bonuses, moving expenses, in accordance with the Board-approved compensation range established pursuant to Article 4, 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, except the section of the meeting held in an Executive Session 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 Website and in the Administrative Offices at least seventy-two (72) hours in advance of such meeting. The time, place and purpose of a special meeting shall be posted on the Board's Website and in the Administrative Offices at least twenty-four (24) 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 (24) hours before the time of such meetings or given by telephone, e-mail or personally served on each member at least three (3) hours before the time of such meeting. If any member of the Board is unavailable for a period of at least twenty-four (24) 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 recorded and those recordings 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.
 - i. Approval of action items.
 - ii. Approval of resolution to pay expenses of the Board.
- e. Information/Briefing Items/Policy.
- f. Old business.
- g. 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 biennially. 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 CEO salary, and the CEO shall set the CFO salary. 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 by the CEO. 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 of Police, Chief Information Officer, and Chief Development Officer. Appointment of Police 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 greater than \$5,000 and up to and including \$75,000.* In contracting for 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 \$75,000.* In contracting for services except the services of an accountant, attorney at law, physician, consultant, manager, surveyor, or appraiser, unless otherwise required under any of ORC §§9.33 to 9.334, inclusive, the CEO shall issue a Request for Proposal (RFP), Request for Qualifications (RFQu), 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. For services of an accountant, attorney at law, physician, consultant, manager, or appraiser, Section 2(a) shall be followed.
- c. For services valued at or below \$5,000, the CEO is authorized to implement procurement process requirements.
- d. For services obtained pursuant to Sections 2(a) or (b), the CEO need not obtain three quotes or issue a RFP, RFQu, or RFI if: (a) the purchase is being made pursuant to a joint purchasing program similar to those addressed by ORC § 9.48; (b) the purchase is of services of a proprietary nature or are otherwise limited to a single source; or (c) the purchase is from the federal government, the state, another county or contracting authority of another county, or a board of education, educational service center, township or municipal corporation.
- e. *Professional design services.* In contracting for professional design services, the Board shall comply with §§ 153.65 — 153.99 of the Ohio Revised Code. “Professional design services” means services within the scope of practice of an architect or landscape architect registered under Chapter 4703 of the Revised Code or a professional engineer or surveyor registered under Chapter 4733 of the Revised Code.
- f. *Management Services:* In contracting for management services, the Board shall exercise extensive controls over the manager while ensuring that Park District property is used exclusively for public purposes. A management services agreement is an agreement entered between a third party and the Park District to provide management of a Park District facility, asset, event, operation, or program for a usage fee reducing the Park District’s operational costs and increasing its efficiency.
 - i. For management service agreements, the CEO may approve a management services agreement for “new” management services on a trial, or pilot, basis to last no longer than three (3) years without conducting a RFP, RFQu, RFI or other competitive process. A “new” management services operation is defined as a management services 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, RFQu, 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 management services operation that has completed a trial or pilot time period.
 - ii. The CEO shall issue a RFP, RFQu, RFI or other competitive process for all management services that do not qualify as “new” to evaluate the competence, ability and availability of any person or entity, and award the agreement to the successful vendor or for those management service agreements projected to net the Park District an amount greater than \$100,000.00, upon the recommendation of the CEO, the Board, may hire such vendor and authorize a contract therewith.
 - iii. Contracts for management services under Section 2(f)(ii) of this Article may be for an initial term not to exceed five (5) years, except where substantial capital improvements to be paid by the management entity are involved. The initial term of up to five (5) years may be on a year-to-year basis. 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 term, which initial contract term may be on a year-to-year basis. Thereafter, any consideration of a further contract for the same service must first follow a competitive process, and then be accepted by the Board.

Section 3. *Sponsorships and Other Revenue-Generating Opportunities with Third Parties.*

- a. Definitions:
 - i. "Sponsorship" shall mean a mutually beneficial business arrangement between the Park District and a third party, whereby the third party provides cash and/or in-kind services or products to the Park District in return for access to the Park Districts' marketing potential and brand. Sponsorships may include, but is not limited to, sponsorship of one or more of the Park District's services, projects, events, facilities, or activities.
 - ii. "Sponsorship agreement" shall mean a mutually beneficial, contractual agreement that reflects the business arrangement for the exchange of commercial and/or marketing benefits between the Park District and a sponsor for a specified period.
 - iii. "Other revenue-generating opportunities" shall mean opportunities other than management services in which the Park District derives income from unique activities or opportunities that are related to the Park District's mission under ORC Chapter 1545 in collaboration with a third party.
- b. Process: The Board may procure sponsorships and other revenue-generating opportunities by engaging in processes that involve an appropriately broad field of potential third parties in a manner that ensures open and effective competition.
 - i. For those sponsorships and revenue-generating opportunities where there are no Park District costs, the Park District staff has broad discretion in determining the open and effective competition process to determine the best opportunity.
 - ii. For those sponsorships and revenue-generating opportunities where the Park District is required to incur costs for goods, Article 5, Section 1 shall be followed.
 - iii. For those sponsorships and revenue-generating opportunities where the Park District is required to incur costs for services, Article 5, Section 2 shall be followed.

Section 4. Procurement of Construction

- a. *Cost Up To and including \$75,000.* In contracting for anything to be constructed at a cost up to and including \$75,000 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 \$75,000.* For anything to be constructed at a cost of greater than \$75,000, 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 5. Procurement Authority of CEO.

- a. *Authority up to and including \$75,000.* 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 \$75,000. Any contracts where the cost exceeds \$25,000 or any purchase where the amount exceeds \$25,000, 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 \$75,000, 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) \$75,000, or (ii) ten percent (10%) of the total cost of the contract at the time of the change order. 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. The aggregate value of all change orders authorized by the CEO shall not exceed fifty percent (50%) of the original contract value without prior approval of the Board. If the Board approves a revised contract value, then the aggregate value of all change orders issued after Board approval of the revised contract value shall not exceed fifty percent (50%) of the revised contract value without additional approval of the Board.
- c. *Amendment to Professional Service Contract.* For professional service contracts greater than \$75,000, 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, are less than **THE LESSER OF:** (i) \$75,000, or (ii) ten percent (10%) of the total cost of the agreement at the time of the amendment. 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. The aggregate value of all amendments authorized by the CEO shall not exceed fifty percent (50%) of the original contract value without prior approval of the Board. If the Board approves a revised contract value, then the aggregate value of all change orders issued after Board approval of the revised contract value shall not exceed fifty percent (50%) of the revised contract value without additional approval of the Board.

- 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 quoting, bidding or proposal process or the delay in bringing a contract in excess of \$75,000 to the Board for approval 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. In the case of purchases greater than \$75,000 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 6. No value or use.

- a. *Sale at Auction.* Personal property not needed for Park purposes, the estimated value of which is less than \$25,000, 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 \$25,000 or greater, may be sold upon approval by the Board at public auction or by informal quotations to the highest informal bidder. The auctioning of property set forth in this Section 6(a) may be conducted via internet auction.
- b. *Donation or Disposal of Obsolete or Unfit Items.* Personal property that is obsolete or unfit for the use for which it was acquired or that has no useful value may be auctioned at a public auction, sold at a public sale at market price or, if there is no market price, a reasonable price, discarded, or donated to an organization or individual deemed appropriate in the CEO's discretion.
- c. *Donation or Disposal of Items Not Saleable.* When the CEO or Board has offered personal property for sale at public auction or sale at least once pursuant to Subsection 6(a) or 6(b), and the property has not been sold, the CEO, for property valued at less than \$25,000, or the Board, for property valued at \$25,000 or more, may authorize the sale of the property at a private sale, discard the property, or donate the property to an organization or individual deemed appropriate in the CEO's discretion.

Section 7. Certification by CFO. All contracts will be certified by the CFO for sufficiency of funds.

Section 8. 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 9. 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

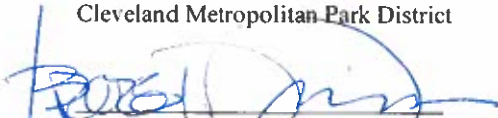
Section 1. Value. The following Board employees or insurance carriers pursuant to the terms of an agreement approved by the Chief Legal & Ethics Officer shall have authority to settle claims arising against the Board for up to and including the following amounts: Insurance Carrier: \$10,000; Director 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 14th day of December 2023.

Board of Park Commissioners
Cleveland Metropolitan Park District



President Bruce Rinker




Vice President Yvette M. Ittu



Vice President Dan T. Moore

Attest:



Brian M. Zimmerman, Chief Executive Officer