



"Together we can make a difference"



Madison Joint Recreation District

Constitution & By-Laws

2018

Readopted 02/22/2018

MADISON JOINT RECREATION DISTRICT

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MADISON JOINT RECREATION DISTRICT

LEGAL DESCRIPTION

MADISON JOINT RECREATION DISTRICT

An Ohio body politic formed under the authority of Ohio Revised Code §755 and having an address for purposes hereof at P.O. Box 456, Madison, Ohio 44057.

Census Contact information:

Website: www.madisonsrec.net

Facebook Page: Madison recreation

E-Mail: info@madisonrec.net

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ARTICLE I – NAME OF ORGANIZATION

Section 1: The formal name of the organization is the Madison Joint Recreation District (hereinafter referred to as "District").

Section 2: Appointed members of the District shall be referred to as "Trustees".

ARTICLE II – PURPOSE/MISSION

Section 1: The purpose of the District shall be to assess the recreational needs of the Madison Community and to see that these needs are met by:

- A. Short term programs established and sponsored either by the Program Committee of the District or by other organizations within the Community.
- B. Development and implementation of a long-term recreation plan including financing, acquisition and development of facilities.
- C. Offering its services as an impartial mediator to any youth sports organization's Board of Directors that formally petitions the District to provide resolutions to impasses within the youth organization. An Ad-hoc sub-committee will be appointed for each specific occasion.
- D. The district can provide services and support to all recognized Madison youth recreational organizations if the resources are available.

ARTICLE III – STRUCTURE OF THE DISTRICT

Section 1: The District shall be composed of a Board of Trustees which shall be the governing body of the District and an advisory body to the Board of Trustees.

Section 2: The District will affiliate itself with any Youth Organization that adheres to the requirements spelled out within these By-laws, Article 8

ARTICLE IV – BOARD OF TRUSTEES

Section 1: The Board of Trustees shall be composed of three (3) members from each participating subdivision. Initially three (3) subdivisions – Madison Village, Madison Township and Madison Board of Education

- A. The governing body of each subdivision shall appoint three (3) Trustees to represent itself.
- B. At its annual organizational meeting, the Board of Trustees may appoint up to three (3) additional Trustees to serve terms of 3 staggered years as "Trustees at Large".

Section 2: Term of Office

- A. Initially each subdivision and the Board of Trustees shall appoint and designate three (3) Trustees to represent each subdivision for respective terms of 1, 2 & 3 years.
- B. Thereafter, as each term expires, the subdivision shall appoint a Trustee to fill the vacancy for a term of three (3) years. Each term shall commence on January 1 and end December 31 or until a successor is elected. (Initial terms will be 1 ½, 2 ½, 3 ½ years).
- C. Term length for the Office of the Fiscal Officer and Co-Fiscal Officer
 - a. The term length (2 years) will coincide with the bi-annual audit processed by the county auditor beginning in 2012

Section 3: Change of Structure of District

- A. If other subdivisions join the District, or if participating subdivisions terminate their participation, the number of Trustees shall be increased or decreased by three with each occasion.
- B. The District has the power to reassign trustees within the board in accordance to need.

Section 4: Participants

- A. Madison Village, Madison Township and Madison Board of Education
- B. Any person, over the age of 18, who either resides or works in either Madison TWP or Village, is eligible to be a Trustee for the District

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ARTICLE V – GOVERNMENT

Section 1: This organization shall be non-sectarian & shall observe non-partisan policy regarding politics.

Section 2: Board of Trustees

- A. The business of the District shall be conducted by the Board of Trustees.
 - a. A simple majority of the Board of Trustees shall be required to pass any motion or resolution, a quorum being present.
 - b. Any elected official or specifically appointed employee from each delegation representing each subdivision shall have the responsibility of reporting the actions of the District to their respective subdivision.

Section 3: Meetings

- A. Board of Trustees shall meet the fourth Thursday of each month unless otherwise specified
- B. Special meetings of the district may be called or announced by the Chairman or the Vice-Chairman or by any three Trustees. The purpose of the special meeting must be stated. There must be a 24-hour notice to each member of the Board for any special meeting
- C. A majority of Trustees must be present at a regular or special meeting to constitute a quorum or conduct business.
- D. All meetings shall be called and conducted in accordance with applicable laws regarding the conduct of meetings of public officials.
- E. Schedule of business for conduction Trustees' Meetings:
 - a. Call to order
 - b. Pledge of Allegiance
 - c. Moment of Silence
 - d. Roll Call – to determine quorum
 - e. Reading of the Minutes (receive one week prior to meeting for review)
 - f. Introduction of Guests
 - g. Reports from Officers
 - h. Old Business
 - i. New Business
 - j. Committee Reports

Section 4: Robert's Rules of Order shall govern the order of business at all meetings except as otherwise provided herein.

Section 5: The District is prohibited from hiring people or companies with employees previously convicted of a felony. A background check must be performed prior to the approval of the hiring of the individual or company.

ARTICLE VI – OFFICERS

Section 1: Elected officers of Board of Trustees shall be: Chairman, Vice-Chairman, Secretary, Fiscal Officer and Co-Fiscal Officer as needed. This group will comprise the Executive team for the Board.

Section 2: Duties

- A. **Chairman:** The Chairman shall pre-side at all regular and/or special meetings of the District and shall have one vote, shall serve as ex-officio member of all Standing and/or Ad-Hoc Committees, shall execute all contracts and agreements with the Fiscal Officer, and shall have such other powers and duties as may be prescribed by the District.
- B. **Vice-Chairman:** The Vice-Chairman, in the absence of the Chairman, shall perform all duties of the Chairman. In addition, the Vice-Chairman shall have such duties and powers as may be prescribed by the District or as may be delegated to that person by the Chairman. The Vice-Chairman shall serve on the Recreational Park Committee.
- C. **Secretary:** The Secretary shall keep the minutes of all meetings, shall publish an agenda in accordance with the policies, shall arrange for proper notification and publication of all regular and special meetings of the District and shall handle all correspondence for and in behalf of the district. The Secretary shall serve as Chairman of the Communications Committee.

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- D. **Fiscal Officer:** The Fiscal Officer shall be responsible for the collection and disbursement of all funds of the district, for the maintenance of the District's fiscal records, all in accordance with accepted accounting principles. The Fiscal Officer shall serve as Chairman of the Budget Committee. The Fiscal Officer, with the Chairman, shall make, sign and endorse in the name of the District all checks, drafts, notes and other orders for the payment of money and shall pay out and dispose of such under the direction of the District. She/he shall render an account to the District at each regular meeting of all transactions and shall arrange to be prepared and certified a financial statement at least once a year. The Fiscal Officer, Co-Fiscal Officer and the Chairman shall be bonded at the expense of the District at the minimum bond amount.
- E. **Co-Fiscal Officer:** The Co-Fiscal Officer, in the absence of the Fiscal Officer, shall perform all duties of the Fiscal officer. In addition, the Co-Fiscal Officer shall have such duties and powers as may be prescribed by the District or as may be delegated to that person by the Fiscal Officer. The Co-Fiscal Officer shall also serve on the Budget Committee.

Section 3: Election of Officers

- A. The election of officers of the board of Trustees shall be held at the first regular meeting in January each year. The new officers shall take office upon the conclusion of the meeting and shall serve for one year (except for the Fiscal Officer & Co-Fiscal Officer positions which are 2year terms) or until election of their successors. The nominations will take place during the final meeting of the prior year.
- B. The election shall be conducted by secret ballot if more than two candidates are seeking the same office. If after the initial vote no candidate has received the majority vote, the candidate receiving the least number of votes shall be omitted from the ballot and voting shall continue in said manner until a candidate has achieved a majority of the votes.
- C. If any office is not filled at the election, it shall be declared vacant and the Chairman shall fill it by appointment for the duration of the unexpired term of that office.
- D. Qualifications of the Office of Chairman, Fiscal Officer or Co-Fiscal officer include:
 - a. She/he shall have served as a Trustee of the District for at least 1 full year.

Section 4: Any officer may be removed from office by two-thirds (2/3) vote of the entire Board of Trustees for failure to comply with the Code of Ethics and Accountability policy put in place by the District, or for failure to fulfill the duties of his/her office, providing the officer in question has had the opportunity upon notice, mailed 15 days prior to the district meeting to show cause why he/she should not be removed from office.

ARTICLE VII – FINANCE

Section 1: The fund of the District shall be deposited in a proper banking institution in the name of the Madison Joint Recreation District. The fiscal Officer shall pay all authorized expenses. One of the three officers are required to countersign each check.

Section 2: No member of the District shall contract or cause to be on the name of this District any debt of any nature whatsoever, without first receiving proper authorization from the Trustees.

Section 3: The fiscal administrative year shall commence January 1, & end December 31.

Section 4: All District funds shall consist of:

- A. General Fund with sub accounts as defined by the budget process.
- B. Special Funds for each special levy.
- C. Special funds for each class of revenue derived from a source other than the general. Property tax which the law requires to be used for a particular purpose.
- D. By the end of the first quarter each calendar year (March 31st), a budget must be submitted and approved by a super majority (75%) vote by the District.

ARTICLE VIII – TERMINATION OF MEMBERSHIP

Section 1: Expulsion of Members

- A. The District may expel any member for disorderly conduct at Trustee meetings, or for violation of the Board's Code of Ethics and Accountability policy. The District can declare his/her seat vacant, for consistent absences where such absences have continued for two

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consecutive regular meetings, unless previously excused by the presiding officer or three regular meetings in one fiscal year.

- B. No expulsion shall take place without the concurrence of two-thirds (2/3) of all members appointed to the District, and until the delinquent member has been notified of the charges fifteen (15) days prior to the District Meeting, with the expulsion vote on the agenda, to show cause why he/she should not be removed from office.

Section 2: The Secretary of the District, by way of the communications committee, shall inform the legislative authority of the respective subdivision of the expulsion and the reason for it.

Section 3: Vacancies in the District

- A. Vacancies in the District shall be filled by the legislative authority of the subdivision from which the vacating member was appointed.
- B. The vacancy shall be filled for the length of the unexpired term of the vacating member.
- C. The Board of Trustees may make recommendations for the replacement to the legislative authority of the subdivision.
- D. The Board of Trustees may make recommendations to the legislative authority of the subdivision in question to adjust current membership to and from the "At-Large" positions

Section 4: Resignations in the District

- A. Any Trustee member wishing to resign from the board must submit this desire in writing to the executive team. This must be entered in as part of the regular meeting minutes

ARTICLE IX – DIRECTORS AND AFFILIATIONS

Section 1: The District can hire a Director of Operations. The Director (hereinafter referred to as "Director") reports to and gains their direction from the entire Board of Trustees.

- A. The Director will receive annual reviews to be processed by the Chair and Vice-Chair
- B. The Director will receive goals & objectives in a timely manner for that given year.
- C. The Director will work to the approved current job description
- D. The Director will be compensated based on revenue generated via approved levy funds

Section 2: "Affiliation" is defined as the act of connecting or associating with a person or organization based on an agreement of services rendered and criteria met.

Section 3: The Program/Events Affiliation criteria

- A. Resolution to create or validate this affiliation
 - a. Representation by the MJRD will be required on a sub-committee to fulfill the affiliation requirement

Section 4: The Youth Sports Affiliation criteria

- A. Resolution to create or validate this affiliation
 - a. Signed contract between youth sports organization and MJRD Chair & Vice-Chair that addresses the specific/unique needs of said organization that could include;
 - i. MJRD code of conduct incorporated and MJRD oversight responsibilities
 - ii. MJRD processing overhead operations including finances & Administration
 - iii. MJRD to clearly define additional services provided to the organization
 - iv. MJRD to clearly define the expectations of the organization
 - v. League agrees to have a representative on the MJRD advisory council
 - vi. Termination process for either side to be clearly defined

ARTICLE X – DISSOLUTION

Section 1: In the event of the dissolution of this District.

- A. The assets of this organization will, on the decision of the Trustees, be transferred to or distributed exclusively, to the political subdivisions participating in said District at the time of the dissolution unless stated otherwise via resolution or affiliation contract.

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ARTICLE XI – AMENDMENTS

Section 1: By-Laws

- A. The by-laws may be amended by a two-thirds (2/3) vote of the Trustees present providing a thirty (30) days written notice with the proposed amendment(s) was included and given to the Trustees.
- B. At minimum, an Ad-Hoc sub-committee called the “By-Law Review Committee” will be formed every five (5) years to review and potentially revise the By-Laws for the District. The first meeting will commence in 2016.

ARTICLE XII – MAJOR CAPITAL IMPROVEMENTS

Section 1: Capital expenditures, outside of the approved budget and more than \$500 shall require two-thirds (2/3) vote of the Board.

ARTICLE XIII – ADVISORY COUNCIL

Section 1: The Advisory Council shall consist of representatives from any community organization requesting Membership and approved by the board.

Section 2: Eligibility, any community organization may apply for membership on the Advisory Council. No application shall be denied without a 2/3 super majority vote of the Trustees

Section 3: The Advisory Council shall appoint a representative who shall have one vote at the meetings of the Board of Trustees.

- A. The term of office will be in conjunction with the fiscal year of the Board
- B. The representative is charged with conveying the position of the Advisory Council along with an updated report of actions and needs, a minimum of 4 times per year (once per quarter) at a regularly scheduled Board meeting.

ARTICLE XIV – RULES OF CONDUCT

Section 1: Meetings

- A. **Discussions** - No member shall be allowed to speak more than once upon any subject, until every member choosing to speak shall have an opportunity to be heard, for a time longer than five minutes without leave of the Chairman.
- B. **Agenda of the Meeting** - The Secretary with Chairperson’s approval shall prepare an agenda, or schedule of matters to be brought before the District. This agenda shall be given to the members of the District in a timely manner prior to the meeting. Any persons, or groups, or delegations wishing to appear before the Board shall direct a communication to the Executive team in such time that he/she will receive it not less than twenty-four hours before the time of the meeting. The communication should clearly state the purpose of the appearance and the approximate number of who will appear in the group.
- C. **Resolutions and Motions** - The Board shall have the power to pass resolutions and motions. **Resolutions** shall generally be used for matters creating a right, involving an expenditure of money, the levying of taxes, the purchase, lease, sale or transfer of property, and such other matters that involve matters of permanence or recognition. **Motions** shall generally be used for all matters. No resolution or motion shall contain more than one subject, which shall be clearly expressed in its title. Each such resolution or motion shall be adopted or passed by a separate vote of the District; each such resolution or motion shall pass by a majority of those appointed to the District; the ayes and nays shall be entered in the minutes. Resolutions shall be authenticated by the signature of the Chairman and Fiscal Officer. All resolutions shall be published as follows: by posting in one conspicuous spot in each of the participating subdivisions or made available upon request of the subdivision. All resolutions will be accessible to the public. The style of all resolutions shall be as follows:
 - a. Title of the Resolution.
 - b. “Be it resolved by the Board of Trustees of the Madison Recreation District, Lake County, State of Ohio,”

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- c. The following sections shall be part of each resolution passed by the Board: "It is hereby found and determined that all formal actions of this District concerning and related to the passage of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and any of its committees on or after that resulted in meetings open to the public in compliance with all legal requirements including Section 121.22 Ohio Revised Code."
- d. The following language shall be added at the end of each resolution: "I certify that Resolution No.____ was duly enacted on the ___ day of _____, 20___, by the Board of Trustees of the Madison Recreation District and posted in accordance with the Rules of the Board."

Section 2: Legal Counsel - The Board of Trustees shall consult legal counsel, when the Board, by resolution, gives a verbal opinion on any question of law concerning the affairs of the Madison Recreation District, in open council; but he may, if he/she deems the matter of importance, take reasonable time to submit his/her opinion in writings. She/he shall not require drawing any resolution except upon a majority vote of the members.

Section 3: Code of Ethics and Accountability Policy

- A. Be nothing less than committed to the mission of the Organization.
- B. Abide by the Constitution and/or by-laws at its fullest.
- C. Act in the best interest of the organization, rather than in the furtherance of personal interests or the interests of third parties.
- D. Attend no less than 75% of regular Board Meetings.
- E. Serve on a standing committee or special project on an annual basis
- F. Actively assist with the special events of the organization.
- G. Board members have a duty of loyalty to the organization, its staff & other board members.
- H. Board Members work for the public/community good and operate to accomplish a stated purpose through specific program activities.
- I. Volunteers and board members will make ethical choices in the conduct of their work on behalf of the MJRD with honesty, integrity, and fair practices.

Section 4: Conflicts of Interest Policy - For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member or trustee of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Madison Joint Recreation District. No director or trustee of the Madison Joint Recreation District shall be disqualified from holding any office in the District by reason of any interest in any concern. A director or trustee of the Madison Joint Recreation District shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Madison Joint Recreation District or with any entity of which the Madison Joint Recreation District is an affiliate. No transaction of the Madison Joint Recreation District shall be voidable by reason of the fact that any director or trustee of the Madison Joint Recreation District has an interest in the concern with which such transaction is entered, provided:

- A. The interest of such officer or trustee is fully disclosed to the board of directors.
- B. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the District.
- C. Payments to the interested Trustee are reasonable & do not exceed fair market value.
- D. No interested Trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 5: Confidentiality Policy - It is the policy of the Madison Joint Recreation District that board members and employees of the Madison Joint Recreation District will not disclose confidential information belonging to or obtained through their affiliation with the Madison Joint Recreation District to any person, including their relatives, friends, and business and professional associates, unless the Madison Joint Recreation District has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law. Board members, volunteers and employees are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information and should, for example,

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refrain from leaving confidential information contained in documents or on computer screens in plain view.

Upon separation of employment and at the end of a board member's term, he or she shall return all documents, papers and other materials that may contain confidential information with the involvement of the Madison Joint Recreation District.

Section 6: Disciplinary Act Policy

- A. Any Madison Joint Recreation District Board Members or approved volunteers / employees working on behalf of Madison Joint Recreation District proved to be in violation of the Mission Statement and Bylaws herewith set in place by the Board of Directors, any violation of the State of Ohio Law of Ethics and Accountability Code of Conduct, the Confidentiality Policy, Conflicts of Interest Policy for the Nonprofit Sector, or any and all Federal Laws that apply to the Nonprofit Sector, will be removed from the Board Immediately without any consequences involving the said action.
- B. All Liability actions brought against the Madison Joint Recreation District due to the violation of the above said code of ethics shall be the sole responsibility of the violator of the said suite.

Revision Notes:

- 3/26/09: By Laws converted to electronic form; Article V, Section 5 added per Resolution 07-02 (3/22/2007).
- 5/01/11: By Laws converted to electronic form; Article VII, Section 4, Part "d" added per Resolution 11-01 (4/28/2011).
- 1/26/12: By Laws converted to electronic form; Article VI, Section 4, Article VIII, Section 1, Part "A", Article VI section 3-E, Article XII, Section 3, Part VI, VII, VIII, IX added per Resolution 12-01 (1/26/2012).
- 1/11/13: By Laws converted to electronic form; Article 4, Section 1, A, Article 10, Section 1, B added per Resolution 12-05 (5/24/2012)
- 5/21/13: By Laws converted to electronic form; Article 2, Section 1, C & D, Article 3, Section 2, Article 4, Section 3, B, Article 4, Section 4, B, Article 5, Section 5, added per Resolution 13-05 (4/25/2013)
- 9/30/14: By Laws converted to electronic form; Article 5, Section 5, retracted per vote (6/24/2014)
- 7/14/17: By Laws converted to electronic form; Article 4, Section 1, Part B per vote (2/23/2017)
- 02/04/18: By Laws converted to electronic form; Grammatical Fixes, Co-Fiscal Officer addition vote (2/22/18)
- 02/04/18: By Laws converted to electronic form; Affiliation with youth & local organization vote (2/22/18)

RETYPED JRM 07/24/08

RETYPED DHF 04/30/11

RETYPED DHF 07/14/17

RETYPED KEM 01/26/12

RETYPED DHF 01/11/13

RETYPED DHF 02/04/18

RETYPED DHF 05/21/13

RETYPED DHF 12/04/14