

**BYLAWS OF THE BOARD OF DIRECTORS
FOR THE
RENO BEACH HOWARD FARMS CONSERVANCY DISTRICT
JERUSALEM TWP., LUCAS CO., OHIO**

WHEREAS, the Howard Farms Conservancy District and Lake Erie District No. 1 were established under the Conservancy Act of the State of Ohio (Ohio Revised Code 6101); and

WHEREAS, the Reno Beach Howard Farms Conservancy District was established in 1993 through the amalgamation of the former Howard Farms Conservancy District and Lake Erie District No. 1 by Order of the Lucas County Court of Common Pleas (Case No. 169195); and

WHEREAS, pursuant to the provisions of Ohio Revised Code Section 6101.15(O) the Board of Directors ("Board") of The Reno Beach Howard Farms Conservancy District ("District") is empowered to "Do all things necessary or incident to the fulfillment of the purposes for which the district is established;" and

WHEREAS, the Board has determined that it is necessary and incidental to the success of the purpose and mission of the District that the Board have Bylaws which will allow the Board to respond to the current needs of the District and the public it serves;

NOW THEREFORE, the Board of Directors of The Reno Beach Howard Farms Conservancy District adopt the following Bylaws:

Article 1

Director Appointment and Term

1. **General:** Pursuant to ORC 6101.10, three (3) Directors shall be appointed by the Lucas County Court of Common Pleas, each for a term of five (5) years and not to expire on the same year.
2. **Vacancies:** Vacancies in the Board of Directors shall be filled for the unexpired term by appointment made by the Lucas County Court of Common Pleas.

Article 2

Officers

1. **Election of Officers:** Pursuant to ORC 6101.11, the Directors shall annually elect a President, Vice President, Alternate and Secretary/Treasurer. Such election shall occur at the first regular meeting of each calendar year. The President, Vice President and Alternate shall be voting members of the Board. The Secretary/Treasurer shall not be a voting member of the Board and shall serve at the pleasure of the Board.
2. **Vacancies:** In the event of a vacancy in the office of President, the Vice President shall become President. A vacancy in any other office, including Secretary/Treasurer, shall be filled by election by the Directors at their next regular meeting or at a special meeting called for that purpose.
3. **Duties of Officers:** It shall be the duty of the officers to manage the affairs of the District and execute the policies determined by the Directors. More particularly, the Officers shall have the following duties:

President: In addition to the other duties set forth herein, the President shall preside over meetings of the Board.

Vice President: It shall be the duty of the Vice President to discharge the duties of the President in his/her absence and to generally assist the President in his/her duties.

Alternate: It shall be the duty of the Alternate to discharge the duties of the Vice President in his/her absence and to generally assist the President and Vice President in their duties.

Secretary/Treasurer: The Secretary/Treasurer shall act as the custodian of all of the official records of the District. The Secretary/Treasurer shall attend all meetings of the Board, keep the minutes thereof and send out all notices of meetings and agendas as required by law or by these Bylaws. The Secretary/Treasurer shall, in general, perform all duties incident to the office of Secretary/Treasurer under the Ohio Revised Code Section 6101 and the Corporation Law of Ohio, as applicable.

Article 3 Meetings

1. **General:** The Board of Directors of the District shall meet as required in each calendar year to transact such official business as may be presented to the Board. Regular Meeting dates, insofar as is practicable, shall be scheduled at least two (2) calendar months in advance. Insofar as the matters to come before the Board at any meeting are concerned, all action of the Board shall be by motion or resolution
2. **Quorum:** Two (2) members of the Board of Directors present at any meeting shall constitute a quorum for the transaction of matters presented for the consideration of the Board. A concurrence of the majority in any matter within the Board of Director's duties is sufficient for its determination.
3. **Regular Meetings:** Regular Meetings of the Board of Directors shall be held on the second Monday of every other month, starting in January. Notices, including the date, time, and place of regular meetings of the Board of Directors shall be posted on the District's website and provided to any individuals or news media requesting such information at least two (2) calendar weeks (14 calendar days) in advance of such Regular Meetings.
4. **Special Meetings:** Special Meetings of the Board of Directors, between Regular Meetings, may be called by the President, Vice President or Secretary/Treasurer of the District at any time circumstances may so dictate. Notices of Special Meetings, including the date, time, place and purpose shall be posted on the District's website and provided to any individuals or news media requesting such information at least seventy-two (72) hours in advance of such Special Meeting.
5. **Emergency Meetings:** Emergency Meetings of the Board of Directors may be called only by the President at any time circumstances may so dictate. Notices of Emergency Meetings, including the date, time, place, and purpose shall be immediately sent to the Board members, posted on the District's website, and provided to any individuals or news media requesting such information.

6. **Executive Sessions:** The Board of Directors may conduct Executive Sessions during Regular or Special Meetings of the Board, but only for the purpose of discussing those items set forth in Ohio Revised Code Section 121.22(G).

7. **Order of Business:** In general, the following order of business shall be followed:
 - a. Call to Order & Roll Call
 - b. Compliance with Sunshine Laws and Bylaws
 - c. Approval of Minutes
 - d. Approval of Treasurers report
 - e. Payment of Bills & Banking
 - f. Correspondence
 - g. Secretary Report
 - h. Legal Council Report
 - i. Executive Session (if required)
 - j. Old Business / Committee Reports
 - k. New Business
 - l. Public Participation
 - m. Setting of Date(s) for Next Meeting(s) and Special Event(s)
 - n. Adjourn

Article 4

Compensation of Directors, Officers and Staff

1. **Compensation of Directors:** It is recognized that the Directors incur direct and indirect expense in the performance of their duties and service to the District. In consideration for their service and to provide reimbursement, to some extent for those indirect expenses which cannot accurately be tracked or accounted for, it is hereby determined that the Directors shall receive a fee of \$83.33 for each formal meeting of the Board, not to exceed the sum of \$500.00 per year.

2. **Expenses of Directors:** Expenses incurred by the Directors in the execution of duties may be paid only upon itemized statements certified to the full Board of Directors by the individual member and submitted to the Secretary/Treasurer.

3. **Compensation of Secretary/Treasurer:** It is recognized that the Secretary/Treasurer performs additional duties and responsibilities beyond those required by the Board of Directors as the custodian of all of the official records of the District. The Secretary/Treasurer shall receive compensation in a gross monthly amount as determined by the Board of Directors, inclusive of monthly contributions to the Ohio Public Employee Retirement System (OPERS) and all applicable local, state and federal withholdings commensurate with the above salary.

4. **Compensation of Officers:** Officers who perform maintenance services for the Conservancy District shall be compensated at a rate of \$25.00 per hour, or at such other rate of amount as shall be determined and fixed by the Board of Directors prior to the performance of services.

5. **Signatures for Payment to Directors, Officers and Staff:** All payments issued by the District as compensation or reimbursement of expense to any Director or Officer shall be issued by check signed by the Secretary/Treasurer and countersigned by at least one (1) of the two (2) Directors not receiving such payment. All payments issued by the District as compensation or reimbursement of expense to the Secretary/Treasurer shall be issued by check signed by at least either two (2) Directors or one (1) Director and the Secretary/Treasurer. All payments issued by

the District as compensation or reimbursement of expense to any Officer or Staff shall be issued by check signed by the Secretary/Treasurer and countersigned by the President or, in the case of the President receiving such payment, by the Vice President. All general payments issued by the District for bills authorized under contracts for outside services, utilities and the like shall be issued by check signed by the Secretary/Treasurer and countersigned by one (1) Director.

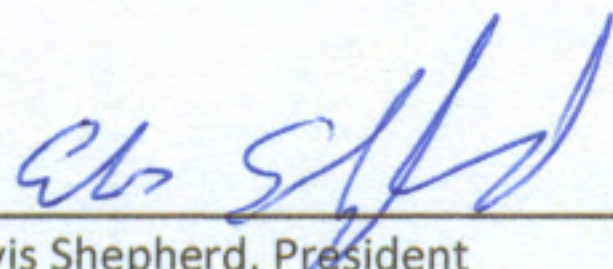
Article 5
Execution of Documents

The President of the District is authorized to execute any agreement, contract, deed, easement, lease, affidavit, notice, release, bond, mortgage, or other legal document when authorized by motion or resolution of the Board of Directors on behalf of the District, except as specified in Ohio Revised Code Section 6101.16 or otherwise required by law. The Secretary/Treasurer shall countersign all of the above legal documents with the President.

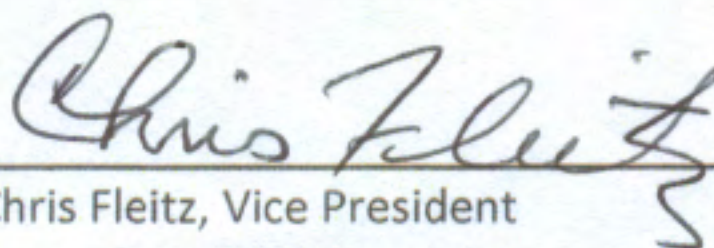
Article 6
Amendments

These By-Laws may be amended or repealed by a majority vote of the Board of Directors at any regular meeting or at any special meeting called for that purpose and of which due notice has been published pursuant to the Ohio Revised Code.

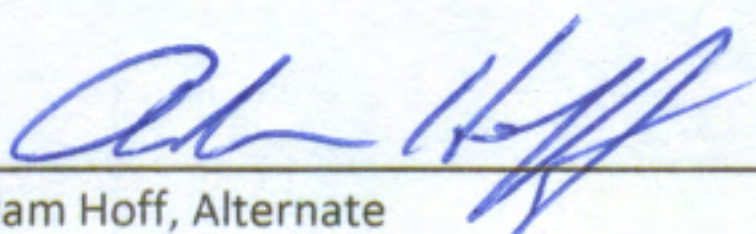
Adopted this 12 day of September, 2022



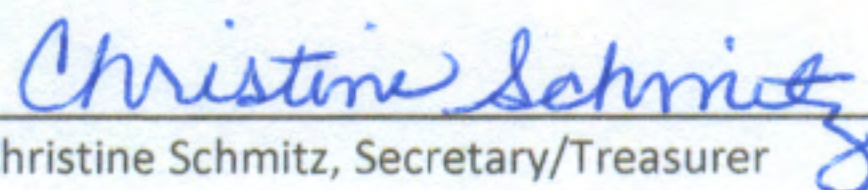
Elvis Shepherd, President



Chris Fleitz, Vice President



Adam Hoff, Alternate



Christine Schmitz, Secretary/Treasurer