

**BYLAWS
OF THE
PARK FOUNDATION**

**ARTICLE I
NAME**

Section 1. **Name.** The name of the corporation shall be the Fairborn Parks Foundation (“Foundation”).

**ARTICLE II
OFFICE**

Section 1. **Principal Office.** The principal office of the corporation shall be located in Fairborn, Ohio. The mailing address shall be:
Fairborn Parks Foundation
P.O. Box 3255
Fairborn, Ohio 45324

**ARTICLE III
PURPOSE / MISSION**

To make the Fairborn Parks an exemplary park system in Greene County by being a proactive Foundation seeking multiple avenues of revenue generation to improve, enhance and expand the park system while working in harmony with the Parks and Recreation Division and the adopted master plan for the parks and recreation system in Fairborn. The purposes of this corporation shall be limited to charitable, educational and other exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code exclusively for the benefit of parks and recreation within the City of Fairborn and park facilities associated with the City of Fairborn. Always within the scope of the foregoing corporate purposes, this corporation may:

- A. Develop, maintain, improve, expand, erect, enhance, support, preserve, fund, encourage and sustain public parks operated and owned by the City of Fairborn for the benefit of its users and the general public;
- B. Acquire, hold, improve, preserve, develop and restore park and recreation facilities and real estate for recreational purpose use by the general public;
- C. Solicit and receive gifts, grants, subscriptions, devises or bequests of real or personal property, from public or private sources, in order to carry out the purposes of this corporation; and hold, sell, dispose of, invest or reinvest such funds or properties in any manner as the corporation may deem appropriate for achieving the purposes of the corporation; and maintain revolving funds for purposes of carrying out the activities set forth herein;

- D. Subject to the limitations set out in the Articles, those contained in Section 501(c)(3) of the Code and applicable Treasury Regulations, to engage in any other lawful activities and to do all other acts necessary or expedient for the successful prosecution of the purposes of the corporation in furtherance of its charitable, educational and other exempt purposes.

ARTICLE IV GOVERNANCE

The Board of Directors shall develop operating policies and procedures to govern the activities of the Foundation consistent with the Articles of Incorporation and these Bylaws. The Board shall have a Memorandum of Understanding with the City of Fairborn Parks and Recreation Division consistent with the corporation's purpose, its Articles of Incorporation and these Bylaws.

ARTICLE V MEMBERS

Section 1. ***Classes of Members.*** The membership shall consist of four classes of members, as follows: (a) board members; (b) honorary board members; and, (c) ex-officio board members; (d) general members.

a. ***Board Members.*** Board members shall be those persons elected from the General Membership and serving on the Board of Directors pursuant to the provisions set forth herein. Membership dues must be kept current.

b. ***Ex-Officio Board Members.*** Standing members on the Board of Directors include the Parks and Recreation Superintendent. The Board of Directors of the Foundation may duly elect additional ex-officio members by a majority vote of the directors.

c. ***General Members.*** The general members of the Foundation shall consist of those individual members of the general public who shall pay annual dues in accordance with the dues structure as specified by the Board of Directors.

Section 2. ***Member Voting Rights.*** As members of the Board of Directors, active board members shall be entitled to vote on matters involving the corporation. Ex-officio members shall not be entitled to vote. General Members are entitled to vote at the Annual Meeting.

a. At the Annual Meeting, each general member present in person or by proxy shall be entitled to one vote subject to the following: a family holding any

category of membership except, student, senior, or individual is entitled to two (2) votes. A family is defined as two or more persons living in a common household and so identified on the Foundation's membership record.

b. Upon demand of any member any vote shall be by ballot.

ARTICLE VI BOARD OF DIRECTORS

Section 1. ***Powers.*** The Board of Directors shall exercise all corporate powers and conduct, manage and control the affairs and property of the corporation consistent with applicable federal and state law including Section 501(c)(3) of the Internal Revenue Code of 1986, the corporation's purpose, the Articles of Incorporation and these Bylaws.

Section 2. ***Eligibility.*** Potential Board Members must submit an application and/or resume to the current Board of Directors for consideration of appointment to the Board of Directors. Board membership shall be restricted to individuals residing or having business interest within the geographic limits of the City of Fairborn, Ohio. No more than one (1) member of an individual household or business shall serve on the board at any one time. The board shall contain no more than three (3) members of the Parks and Recreation Advisory Board and/or employees of the City of Fairborn not including the Parks and Recreation Superintendent.

Section 3. ***Number of Directors and Term of Office.*** The corporation shall be governed by a Board of Directors of not less than five (5), or more than fifteen (15) persons. The Executive Officers are elected by the Board except for the first Board. Directors are active members of the corporation. The term of office for each director shall be three (3) years, except that the term of office for the members of the first Board as chosen by the incorporators of the corporation shall be staggered so that no more than one-third (1/3) of such Director shall be elected for a one (1) year term, one-third (1/3) for a two (2) year term, and the remaining Directors for a three (3) year term. Thereafter, annually, Directors shall be elected at each Annual Meeting of the corporation to serve for a full three (3) year term upon expiration of their term as above provided. Nominations to the Board shall be made by a nominations committee appointed by the Board and shall be set forth in the Notice of the Annual Meeting. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be re-elected for a maximum of two consecutive terms, excluding the initial terms of the first Board of Directors.

Section 4. ***Vacancies.*** Any vacancy in the membership of the Board, occurring during the interim between Annual Meetings, may be filled for the unexpired portion of the term by the majority of remaining Directors. Any Director so elected by the

Board shall hold office until the election and qualification of his or her successor. The successor is eligible to hold no more than two additional consecutive three (3) year terms.

Section 5. ***Voting Rights.*** Each Director shall be entitled to one vote on each matter submitted to the Board for a vote.

Section 6. ***Leave of Absence.*** Any Director who is unable to fulfill his or her duties for any period of time may request a leave of absence from the Board.

Section 7. ***Resignation.*** Any Director may resign by filing a written resignation with the Secretary.

Section 8. ***Conflict of Interest.*** Any possible conflict of interest or the appearance of a conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter requiring action by the Board, such Director shall not vote or use personal influence or otherwise participate in the matter except to make a brief statement disclosing the existence and nature of the conflict requiring his or her abstention. The Director shall not be included as present in determining a quorum for a meeting at which action by the Board is to be taken on the matter. The minutes of all action taken on such matters should clearly reflect that these requirements have been met.

Section 9. ***Board Member's Responsibilities.*** Each Director shall assume the responsibility to act solely for the good of this corporation in pursuance of the objects and purposes set forth in the organizational documents and exhibit the highest level of honesty and efficiency when serving as a member of said Board. Directors shall discharge the duties of the position in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 10. ***Attendance.*** Each director shall plan to attend each monthly meeting. If a director cannot attend a meeting, he or she should inform the President about the absence. If a Director fails to attend three meetings in a calendar year, the board may vote for removal.

ARTICLE VII BOARD OF DIRECTORS MEETINGS

Section 1. ***Annual Meetings.*** The Annual Meeting of the Membership shall be held in May of each year at a specific time and place to be determined by the Board. The purpose of the Annual Meeting shall be to elect the Board of Directors of the corporation, fill all vacancies on the Board and transact such other business as

may properly come before it. The Secretary shall prepare a complete list of members entitled to vote for the use of the corporation at the Annual Meeting.

- Section 2. **Regular Meeting.** Regular meetings of the Board may be called by the President or in his or her absence the Vice President and upon the written request of three Directors to the Secretary of the corporation.
- Section 3. **Special Meetings.** Special meetings of the Board may be called at any time by the President, or two (2) directors, and shall be called by the President or Secretary upon a request in writing by a majority of the Board.
- Section 4. **Place of Meetings.** Meeting of the Board shall be held at a place designated by the Board.
- Section 5. **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of the Board shall be delivered, either personally or by mail, to each Director including and Ex-Officio members of the Board, not less than 5 nor more than 30 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. All other members of the corporation shall, upon written request, receive notice of regular and special meetings via United States Mail.
- Section 6. **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting; but if less than a majority of the members of the Board are present at said meeting, a majority of the members of the Board present may adjourn the meeting from time to time until a quorum is present.
- Section 7. **Manner of Acting.** Unless otherwise specifically provided for herein, a vote on any matter properly presented before the Board shall require for a passage a majority of the votes of those Directors present at such meeting where a quorum is present.
- Section 8. **Action by Directors.** Any action required by law to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board, may be taken by written actions signed by all Directors. Any action may also be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. In this event, all Directors shall be notified of its text and effective date immediately. Any written action shall be effective when signed by the required number of Directors, unless a different effective time is provided for in the written action.

Section 9. ***Actions Without Meetings.*** Any action required or permitted to be taken by vote of the Board may be taken without meeting on written consent, setting forth action so taken, signed individually or collectively by all members entitled to vote on the issue. E-mail can be considered written consent from members entitled to vote on the issue. Such unanimous consent of the members shall be filed with the minutes of the next meeting of the Board.

Section 10. ***Compensation.*** All members of the Board including the Executive Committee shall serve the Foundation without compensation, salaries, or fees for their services.

ARTICLE VIII

INDEMNIFICATION AND LIABILITY

Section 1. ***Indemnification, Insurance.*** The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by (State) Statutes, as now enacted or hereafter amended. The corporation may obtain insurance coverage for such persons or for other persons working on behalf of the corporation.

Section 2. ***Limitation of Liability.*** No person shall be liable to the Board or the Foundation for any loss or damage suffered by it on account of any action taken as a member or officer of the Board, if such person performs duties, including duties as a member of any committee of the Board upon which he or she may serve in good faith and in a manner he or she reasonably believes to be in the best interest of the Board and with the care that an ordinary prudent person in a like position would use under similar circumstances. In performing such duties a member or an officer is entitled to rely on information, opinions, reports, or statements and other financial data, that are prepared or presented by:

- a. One or more members or officers of the Board whom the member reasonable believes are reliable and competent in the matters prepared or presented.
- b. Counsel, public accountants or other persons as to matters that the member officer reasonably believes are within the person's professional or expert competence.
- c. A committee of the Board upon which he or she does not serve, duly established in accordance with the provisions of these By-laws as to the matters within its designated authority, which committee the trustee or officer reasonably believes to merit confidence.

ARTICLE IX EXECUTIVE COMMITTEE

- Section 1. **Composition of the Executive Committee.** The Executive Committee shall be comprised of all duly elected and incumbent officers. The President shall serve as Chair of the Executive Committee.
- Section 2. **Election and Term of Office.** The Board shall elect the officers at the June Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The term of office for each officer shall begin in July and be two years or until such time as their successors are chosen and qualified.
- Section 3. **Removal.** Any officer duly elected by the Board may be removed by a two-thirds vote of the Board with cause; provided, such removal shall be without prejudice to the contract rights, if any, of the officer so removed. If an officer fails to report an absence, it will be counted as an unexcused absence. The accumulation of two (2) absences in one calendar year, the Board may vote for removal.
- Section 4. **Vacancies.** Should a vacancy occur in any office due to death, resignation, removal, disqualification or otherwise, the Board may, at its next meeting, elect a person to serve the unexpired term of the officer.
- Section 5. **Delegation of Duties.** In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient, the Executive Committee may, upon a majority vote, delegate that officer's powers or duties to any other officer or to any Director until the Board meets to act on the matter.
- Section 6. **President.** The President shall preside at all meetings of the Board, serve as an ex officio member of all standing committees and perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President may sign any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), which the Board by a majority vote, have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Foundation or shall be required by law to be otherwise signed or executed and be properly bonded: and in general shall perform all administrative duties incident to the office of the President and such other duties as may be prescribed by the majority of the Board from time to time.
- Section 7. **Vice President.** In the absence of the President or in the event of his/her inability, disability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall possess all the powers of the office of President and be subject to all restrictions placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 8. **Secretary.** It shall be the duty of the Secretary to keep a correct record of all proceedings, attendance records and keep the minutes of meetings of the Board and Executive Committee. The Secretary shall give proper notice of meetings. The Secretary shall conduct correspondence as directed by the President and to keep a record of the membership. The Secretary will serve a parliamentarian at all Board of Director meetings and perform such other duties as may from time to time be prescribed by the Board.

Section 9. **Treasurer.** Unless provided otherwise by a resolution adopted by the Board, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the President and the Board, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; (f) insure the records are audited annually prior to the annual meeting; (g) become properly bonded and, (h) perform such other duties as may be prescribed by the Board or the President from time to time.

Section 10. **Assistant to the Treasurer.** Performs duties assigned by the Board and is properly bonded.

ARTICLE X COMMITTEES

Section 1. **Establishment of Committees.** The Board shall by resolution establish any committees it deems necessary to pursue the objects and purposes of this corporation. Each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. Any such committee shall act by a majority of its members at a meeting.

Section 2. **Term of Office.** The members of each committee shall serve until the next Annual Meeting or until a successor is appointed unless the member shall cease to qualify or the President removes the member for good cause shown.

Section 3. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in Section 1 of this Article.

Section 4. **Quorum.** Unless otherwise provided by resolution of the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 5. ***Duration of Committees.*** The Board may dissolve by resolution any committee established under Section 1 of this Article.

Section 6. ***Standing Committees.*** Six committees shall exist within the corporation indefinitely. At least one member of the Board of Directors must serve on each committee and give a report at each monthly meeting. Members of the board of directors may choose to serve on more than one committee. Interested individuals outside the Foundation may serve on sub-committees. All standing committees shall possess the general mission and purpose stated in Article III of the By-laws.

- a. Executive Committee
 - a. Executive Committee is detailed in Article IX of the By-laws.
- b. Membership Committee
 - a. This committee maintains the general membership record and solicits new members to the Foundation..
- c. Publicity Committee
 - a. This committee shall be in charge of keeping the Fairborn Parks Foundation name, activities, promotions, advertisements, and events in front of the public and shall make recommendations to the Board with respect thereto. This committee will work with other committees for their respective publicity needs.
- d. Park Projects Committee
 - a. This committee shall be in charge of identifying special park capital needs, special fund raising projects, works days, timelines, budgets, acquisition, legal needs, and other items thereto that relate to park projects.
- e. Grants and Charities Committee
 - a. This committee's main responsibility is to search out grants that can supplement the purpose of the Foundation. This subcommittee will work closely with all standing committees to determine the needs of each committee in order to locate, write, submit and acquire grants applicable for each standing committees needs. This committee will also be responsible for the United Way and Combined Federal Campaign paperwork.
- f. Special Events Committee
 - a. This committee will be responsible for special events to raise money and/or awareness for the foundation. These items can include but are not limited to the Sweet Corn Festival, Block Party, Fourth of July Parade, Free on Friday Concerts, and Car Shows.

ARTICLE XI BUDGET AND EXPENDITURE PROCESS

Section 1. ***Budget.*** The Board shall prepare and approve an operating budget for each fiscal year. This budget is to address anticipated income and expenses for the fiscal year and must be approved by a majority vote of the Directors of the Foundation at a regular or annual meeting. The treasurer is authorized to administer expenditures against the budget after approval by the Board. All expenditures must be countersigned by two of the officers of the Foundation. Unbudgeted expenditures may be approved by a majority vote of the Directors of the Foundation.

Section 2. ***Restricted Funds.*** These are funds or properties contributed to and accepted by the Foundation and shall be held, administered, disbursed of or disposed of as the donor may direct, provided that any such direction is consistent with the purpose of the Foundation, as stated in Article III of the By-laws and comply with Article XII Section 4 of the by-laws.

Section 3. ***Unrestricted Funds.*** These are funds or properties contributed and accepted by the Foundation and not designated for a specific purpose. These funds can be used for operating expenses.

ARTICLE XII CONTRACTS, CHECK, DEPOSITS, GIFTS, AND AUDITS

Section 1. ***Contracts.*** The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. ***Checks, Drafts, Etc.*** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the corporation.

Section 3. ***Deposits.*** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may direct.

Section 4. ***Donations and Gifts.*** The Board may accept on behalf of the corporation any donation, contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. Any funds or property contributed to and

accepted by the Foundation shall be held, administered, accounted for and disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the purpose of the Foundation. In the absence of any such specific direction, such funds or property shall be held, administered, accounted for, disbursed or disposed of solely for the purposes of the Foundation as set forth in the Articles of Incorporation and consistent with the Parks and Recreation master plan.

Section 5. ***Audits.*** An independent audit shall be conducted annually by a certified public accountant. A copy of the audit shall be given to the Treasurer and shall be made available to members of the Board.

Section 6. ***Conflicts of Interest.*** The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a Director of the corporation or between the corporation and an organization in which a Director of the corporation is a director, officer or legal representative or has a material financial interest, except in accord with the provisions of (State) Statutes, as now enacted or hereafter amended

ARTICLE XIII BOOKS AND RECORDS

Section 1. ***Required Records.*** The corporation shall take and maintain (a) complete and correct minutes of all proceedings of the Board and all committees established herein or by resolution of the Board; (b) a complete and accurate record of the names and addresses of all members of the corporation including member of the Board entitled to vote; (c) complete and correct financial records of the corporation; and (d) any and all additional records deemed necessary by the Board or required by applicable (State) law.

Section 2. ***Inspection of Records.*** All records of the corporation shall be kept at the Parks and Recreation office and shall be open to inspection by any member of the corporation at a reasonable time for any reason deemed proper by either the Board or the Executive Committee.

ARTICLE XIV DISSOLUTION OF THE CORPORATION AND ASSETS

In the event of the dissolution of the corporation, assets of the corporation remaining after the discharge of all liabilities shall be distributed consistent with the corporation's Articles of Incorporation.

**ARTICLE XV
FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year.

**ARTICLE XVI
PARLIAMENTARY AUTHORITY**

The parliamentary authority for the conduct of all Board and committee meetings shall be the current edition of Robert's Rules of Order.

**ARTICLE XVII
SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall inscribe thereon the name of the corporation or any other identifying name that the Board of Director may deem proper.

**ARTICLE XVIII
AMENDMENTS**

The Bylaws may be amended, altered, repealed, or added to at any meeting of the Board where at least seventy-five percent (75%) of the Directors are present and with an affirmative vote of two-thirds (2/3) from the Directors provided notice of such amendment has been given or has been received by each member of the Board in writing prior to the meeting.

Adopted this _____ Day of _____, 2005, by the Board of Directors.