

RECORD OF ORDINANCES

Ordinance No. 0-110-19

Passed December 9 2019

Introduced by Council Member Risner, Chair  
Finance & Personnel Committee

AN ORDINANCE AUTHORIZING THE MAYOR TO ENTER INTO AN AGREEMENT TO PROVIDE FINANCIAL SUPPORT FROM THE CITY'S TRANSIENT GUEST TAX TO THE OUTDOOR RECREATION COUNCIL OF APPALACHIA (ORCA) FOR FUNDING THE BAILEYS TRAIL SYSTEM ALONG WITH OTHER RECREATIONAL ACTIVITIES.

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF ATHENS, OHIO:

SECTION I: The Mayor is hereby authorized to enter into an agreement through December 31, 2040, to provide financial support from the City's Transient Guest Tax, paid into the General Fund, to the Outdoor Recreation Council of Appalachia (ORCA), a Regional Council of Governments (COG) for funding the Baileys Trail System, along with other recreational activities, provided that the proceeds of such tax are sufficient, legally available, and lawfully appropriated for the purpose. Said authorization shall be contingent upon an agreement for the same level of financial support through December 31, 2040 by the County of Athens. A copy of said agreement is attached hereto and incorporated herein by reference.

SECTION II: Should the Port Authority Board, or any other entity, show a willingness to issue bonds or loans for the fixed investment amount being considered, then the Mayor, as an ORCA Board Member, would be required to seek additional legislative approval.

SECTION III: This Ordinance shall be in full force and effect at the earliest moment permitted by law upon its passage and approval by the Mayor.

*Christine B. Kozlowski*  
President of Council

ATTEST:

*Kent B. Telle*  
Clerk of Council  
ACTING CLERK

APPROVED:  
*[Signature]*  
Mayor

1st 10/14  
2nd 10/21  
TABLED 11/4  
REMOVED FROM TABLE 11/18  
AMENDED 11/18  
2nd 12/9  
3rd 12/9

## AGREEMENT

**PARTIES:** This AGREEMENT is entered into between the City of Athens, Ohio, hereinafter referred to as "City" and the Outdoor Recreation Council of Appalachia, hereinafter referred to as "ORCA."

**PURPOSE:** This AGREEMENT is for the purpose of providing financial support for the operation of (ORCA), and shall be in effect through December 31, 2040, unless terminated sooner.

### **ORCA AGREES:**

- 1) To use the sum paid by the City for the activities detailed in Section 2 of Exhibit "A", attached hereto.
- 2) To provide to City Council by January 10, of each year, a complete written accounting of all expenditures of funds and activities of ORCA in which City funds were expended during the preceding twelve (12) month period from January 1 through December 31. In addition, a written report addressing those items listed in Section 2 of Exhibit "A", shall also be submitted to City Council by January 10.

### **CITY AGREES:**

- 1) To pay Ninety Thousand Dollars (\$90,000.00) of the City's share of the Transient Guest Tax, of the receipts earned after November 1, 2019, to ORCA twenty (20) days after received by the City.
- 2) Furthermore, five years after the effective date of this agreement, the City agrees to pay an additional amount based on outside performance measures approved by City Council, that leads to an increase in the amount of the Transient Guest Tax, not to exceed Thirty-Five Thousand Dollars (\$35,000.00), of the receipts earned after November 1, 2019, to ORCA twenty (20) days after received by the City.

**ALL PARTIES AGREE:** Any party may terminate this agreement in accordance with Section 4 of Exhibit "A".

**THE CITY OF ATHENS, OHIO:**

\_\_\_\_\_  
Steve Patterson, Mayor

\_\_\_\_\_  
Date

**OUTDOOR RECREATION COUNCIL OF APPALACHIA**

\_\_\_\_\_  
Lenny Eliason, Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Steve Patterson, Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Charles Barga, Director

\_\_\_\_\_  
Date

**APPROVED AS TO FORM:**

\_\_\_\_\_  
Tracy Meek, Chief Prosecutor

\_\_\_\_\_  
Date

**EXHIBIT A**  
**AGREEMENT**  
**FOR THE ESTABLISHMENT OF THE**  
**OUTDOOR RECREATION COUNCIL OF APPALACHIA**  
**COUNCIL OF GOVERNMENTS**

**WHEREAS**, Ohio Revised Code ("ORC") Chapter 167 authorizes certain political subdivisions to enter into an agreement establishing a regional council of governments (a "COG") for the purposes of providing certain public services on a cooperative basis; and

**WHEREAS**, Athens County (the "County"), the City of Athens ("Athens"), the City of Nelsonville ("Nelsonville"), the Village of Buchtel ("Buchtel"), the Village of Chauncey ("Chauncey"), Dover Township ("Dover"), York Township ("York"), and Ohio University ("OU"), (collectively, the "Original Council Members"), are political subdivisions with jurisdiction located in Appalachian Ohio; and

**WHEREAS**, the Council Members share a mutual interest in encouraging and supporting a sustainable and diversified economy in the vicinity of Athens County, including specifically through supporting and maintaining sustainable tourism and outdoor recreation opportunities in Appalachian Ohio; and

**WHEREAS**, in connection with the foregoing, the Council Members desire to establish a COG that will integrate conservation, outdoor recreation, and economic development in a way that strengthens and inspires communities in Southeast Ohio; and

**WHEREAS**, Athens, through Ordinance 42-19, adopted by its City Council on [ ], 2019; Nelsonville, through Ordinance No. [ ], adopted by its City Council on [ ], 2019; Buchtel, through Ordinance No. [ ], adopted by its Village Council on [ ], 2019; Chauncey, through Ordinance No. [ ], adopted by its Village Council on [ ], 2019; Dover Township, through Resolution No. [ ], adopted by its Board of Trustees on [ ], 2019; York Township, through Resolution No. [ ], adopted by its Board of Trustees on [ ], 2019; and the County, through Resolution No. [ ], adopted by its Board of County Commissioners on [ ], 2019; each have approved, authorized, and directed their undersigned officers to make and enter into this agreement for the establishment of the Outdoor Recreation Council of Appalachia Council of Governments (the "Agreement");

**NOW, THEREFORE**, in consideration of the mutual agreements herein contained and the mutual benefits to be derived, IT IS AGREED AS FOLLOWS:

**Section 1.     Name.**

The name of this regional council of governments shall be the "Outdoor Recreation Council of Appalachia" ("ORCA"). Any capitalized terms not immediately defined in this Agreement shall have the meaning set forth in the definitions attached hereto.

**Section 2. Purposes.**

ORCA's purpose shall be to integrate conservation, outdoor recreation, and economic development in a way that strengthens and inspires communities in Southeast Ohio more specifically, to:

- (a) Manage trans-boundary outdoor recreation infrastructure and connect governments, government agencies, industry, and nonprofit organizations;
- (b) Inform the public, interested groups and organizations, vendors, state agencies, officials, and legislators of the benefits and services of sustainable tourism and outdoor recreation; and
- (a) Promote cooperative arrangements and coordinate action among ORCA Members, and between ORCA Members and other agencies of local or state governments, whether within or not within Ohio, and the federal government.

**Section 3. Membership.**

- (a) The membership shall be comprised of (i) the Original Council Members, and (ii) any additional political subdivisions that meet the requirements of Sec. 3(b) (each a "Member").
- (b) Political subdivisions may become Members of ORCA upon (i) submission of a written request of the same, including approval by the applicant's governing body of this Agreement and ORCA's Bylaws, as the same may be amended from time to time to the Board of Directors; and (ii) approval of the same by resolution of ORCA.

**Section 4. Withdrawal.**

Any Member may withdraw from ORCA upon ninety (90) days' written notice to each of the other Members. Withdrawal will be final after the ninetieth (90th) day, EXCEPT THAT all obligations, financial or otherwise, to ORCA assumed by the Member prior to submitting the notice of intent to withdraw shall continue until the end of ORCA's then-current Fiscal Year.

**Section 5. Representation of Members.**

Representation on ORCA by the Original Council Members shall be as follows:

- (a) Athens shall be represented by its mayor.
- (b) Nelsonville shall be represented by its city manager.

- (c) Buchtel shall be represented by its mayor.
- (d) Chauncey shall be represented by its mayor.
- (e) Dover shall be represented by a trustee selected by the legislative body of the township.
- (f) York shall be represented by a trustee selected by the legislative body of the township.
- (g) Ohio University shall be represented by the Center for Campus & Community Engagement.
- (h) The County shall be represented by a county commissioner selected by the legislative body of the County.

At any time, a representative to ORCA may designate, through a written designation provided to the Chairperson of ORCA, another person representing the Member to ORCA for the period of time so designated.

**Section 6. Powers.**

Pursuant to ORC Section 167.03(A), and in carrying out its purposes as set forth in Section 2 of this Agreement, ORCA shall have the power to:

- (a) Study issues affecting or common to Members as it deems appropriate, including specifically as may be necessary in connection with the purposes set forth in Section 2 of this Agreement; and
- (b) Identify, fund, and oversee outdoor recreation projects;
- (c) Apply for and administer grants from state and federal agencies and private and civic sources; and
- (d) Perform planning directly by personnel of ORCA, or under contracts between ORCA and other public or private planning agencies; and
- (e) Make recommendations about outdoor recreation projects for review and action to Members and to other public agencies that function within the region.

**Section 7. Employees, Supplies, Materials, Equipment, and Facilities.**

Pursuant to ORC Section 167.02, ORCA may purchase or lease such supplies, equipment, materials and facilities as are necessary to carry out its functions. ORCA additionally may employ such staff and contract, or contract with other organizations, for the services of such persons as it shall deem necessary to carry out its duties. Employees' or independent contractors' compensation and benefits shall be set forth in a separate agreement. Employment or a contract for services may terminate at any time with or without cause.

**Section 8. Adoption of Bylaws.**

Within ninety (90) days following the execution of this Agreement by a majority of the Members, the Members shall meet for the purpose of adopting bylaws. The affirmative vote of at least a two-thirds (2/3) majority vote of all Members shall be required for the

adoption of the bylaws. The bylaws shall be substantially in the form of **Exhibit B** (the "**Bylaws**") attached hereto.

No Bylaw may be inconsistent with the provisions either of this Agreement or in excess of the authority granted by the provisions of the ORC. ORCA shall have the authority by majority vote of the Members to update the Bylaws and other governing documents from time to time when determined appropriate.

**Section 9. Advisory Committee.**

ORCA shall have an advisory committee or similar collaborative forum that is a consensus-based policy forum to support ORCA (the "**Advisory Committee**"). The Advisory Committee will consist of members selected by and representing the following caucuses:

- (a) Local outdoor recreation groups
- (b) Local, state, and federal agencies
- (c) Local and regional planning officers and agencies
- (d) Economic development groups
- (e) Environment groups
- (f) Tourism and business groups
- (g) Other local interested parties

**Section 10. Financial Support and Expenditures.**

- (h) **Collection.** ORCA shall be supported by financial and in-kind contributions from the Members. Other revenue sources may be developed by ORCA, provided that a majority vote of the Members approve of such source. ORCA may accept any gift, bequest, devise, grant, services, or payment.
- (i) **Expenses.** ORCA's Board of Directors shall determine the appropriate expenditure of all money available to it in order to carry out the purpose of this Agreement.
- (j) **Reporting.** The Fiscal Officer shall make an annual financial report of its activities to the Members.

**Section 11. Amendments.**

This Agreement may be amended in writing from time to time by the action of a two-thirds (2/3) majority vote of the Members.

**Section 12. Termination of Agreement; Dissolution.**

- (a) In the event that two-thirds (2/3) of a majority of the Members by duly adopted ordinance/resolution, determine that this Agreement shall be terminated, the Members shall meet within thirty (30) days following its receipt of that ordinance/resolution. At that meeting the Members shall determine the date upon which this Agreement and the activities and

operations of ORCA shall terminate and determine any matter that must be resolved in connection with the termination of ORCA.

- (b) Upon such dissolution of ORCA, any assets remaining after the satisfaction of all outstanding obligations shall be equitably distributed among the constituent school districts served by the Members. Alternatively, the remaining assets may, by an action of the Members, be distributed to such other Ohio public bodies or agencies, or to agencies of the federal government which the Members may determine by a majority vote will most effectively utilize such assets in furtherance of the original purposes of ORCA. In no circumstance may the remaining assets of ORCA, upon dissolution, be distributed to any individual in his or her private capacity or to any private corporation, firm, or entity.

**Section 13. Effectiveness and Counterparts of the Agreement.**

This Agreement shall not be effective with respect to any Member until signed by the representative of that Member, as authorized by a duly adopted ordinance/resolution of the governing body of that Member. This Agreement shall be effective with respect to the establishment and operation of ORCA upon the day in which the last Original Council Member signs. The Agreement may be signed in separate counterparts. All separately signed counterparts shall be filed with the ORCA Fiscal Officer and shall constitute one Agreement.

**Section 14. Voting.**

Whenever the Members must vote on an issue, a quorum of the Members must be present. A quorum for the purposes of this Agreement is a majority of the Members.

[The remainder of this page is intentionally left blank. Signature page to follow.]

**THE CITY OF ATHENS, OHIO**

**ATHENS COUNTY, OHIO**

By: Steven Patterson, Mayor  
Date: \_\_\_\_\_

By: \_\_\_\_\_, Commissioner  
Date: \_\_\_\_\_

**THE VILLAGE OF BUCHTEL, OHIO**

**THE VILLAGE OF CHAUNCEY, OHIO**

By: John L. Sullivan, Mayor  
Date: \_\_\_\_\_

By: Robert Matthey, Mayor  
Date: \_\_\_\_\_

**DOVER TOWNSHIP, OHIO**

**YORK TOWNSHIP, OHIO**

By: \_\_\_\_\_, Trustee  
Date: \_\_\_\_\_

By: \_\_\_\_\_, Trustee  
Date: \_\_\_\_\_

**OHIO UNIVERSITY**

By: Mary Nally, Executive Director of the  
Center for Campus & Community  
Engagement  
Date: \_\_\_\_\_

## Definitions

As used in this Agreement and in the Bylaws adopted pursuant to Section 8 hereof, the following words shall have the following meanings:

"Agreement" means this agreement, as the same may be amended, modified or supplemented in accordance with Section 11 hereof.

"Board of Directors" means the policy making body of ORCA.

"Bylaws" means the regulations adopted by the Membership pursuant to Revised Code. § 167.04 and Section 8 hereof, as those regulations may be amended, modified or supplemented in accordance with the provisions thereof.

"Chairperson" means the person who presides over meetings of the Board of Directors, among other duties.

"Council of Governments" or "COG" means a regional council of governments as described pursuant to Chapter 167 of the Ohio Revised Code.

"Fiscal Officer" means the fiscal officer appointed by the Board of Trustees pursuant to the Bylaws.

"Fiscal Year" means the twelve-month period beginning January 1 and ending December 31.

"Member" means any political subdivisions that becomes a member of the COG in compliance with Section 3 herein.

**Exhibit B**

**BYLAWS  
GOVERNING THE  
Outdoor Recreation Council of Appalachia**

**WHEREAS**, certain municipal corporations, counties and/or townships of the State of Ohio (the "Original Council Members") entered into an Agreement establishing the Outdoor Recreation Council of Appalachia, also referred to herein as "ORCA," (the "Agreement") pursuant to Revised Code Chapter 167, for the purpose of integrating conservation, outdoor recreation, and economic development in a way that strengthens and inspires communities in Southeast Ohio; and

**WHEREAS**, Revised Code Section 167.04 requires and the Agreement provides that ORCA shall adopt Bylaws designating the officers of ORCA and the method of selection thereof, creating a governing board to act for ORCA, appointing a fiscal officer and providing for the conduct of ORCA's business; and

**WHEREAS**, the governing body of each Original Council Member has by duly adopted legislation authorized its representative to approve these Bylaws, and the representatives of the Original Council Members have met for the purpose of adopting these Bylaws in accordance with Revised Code Section 167.04 and Section 8 of the Agreement;

**NOW, THEREFORE**, the following provisions shall constitute the Bylaws of ORCA:

**Section 1. Definitions.**

Any capitalized word or phrase used in these Bylaws and not otherwise defined herein, shall have the meaning given in Exhibit 1 attached hereto.

**Section 2. Inclusion of Members.**

The membership shall be comprised of (i) the Original Council Members, and (ii) any additional political subdivisions that meet the requirements of this Section (each a "Member").

- (A) Eligibility. Any municipal corporation, county or township in the State of Ohio's 32 Appalachian counties, as designated by the Appalachian Regional Commission, may apply to become a Member of ORCA.
- (B) Procedure. The applicant municipal corporation, county, or township shall submit a written application to the Board of Directors (hereinafter defined, also referred to as the "Board"), accompanied by duly adopted legislation

authorizing inclusion in ORCA, execution of the Agreement and approval of the Bylaws. The Board shall review the application.

- (C) Acceptance. By duly adopted resolution the applicant municipal corporation, county or township shall be included in ORCA and deemed a Member hereunder if its inclusion is approved by the affirmative vote of at least two-thirds (2/3) of the existing Members.

**Section 3. Withdrawal of a Member.**

- (A) Any Member wishing to withdraw from ORCA shall (i) notify the Board in writing ninety (90) days prior to withdrawal. Withdrawal will be final after the ninetieth (90th) day, EXCEPT THAT all obligations, financial or otherwise, to ORCA assumed by the Member prior to submitting the notice of intent to withdraw shall continue until the end of ORCA's then-current Fiscal Year.
- (B) After withdrawal from membership in the ORCA, the withdrawing Member may not become a Member again until it has fully complied with the procedures contained in Section 2 hereof.

**Section 4. Members.**

The Members shall be the legislative body of ORCA.

- (A) Composition. Each Member shall have one representative who (i) in the case of municipal corporations, shall be the mayor or manager or an appointee of such officer, or (ii) in the case of counties or townships, shall be a member of its governing board or an officer chosen by such governing board.
- (B) Funding. ORCA may provide for reimbursement of the Members' representatives from the Council Fund for reasonable expenses incurred in connection with the ORCA, but the Members' representatives shall receive no compensation.
- (C) Proxy. A Member's representative may designate another Member representative as a proxy at any meeting by delivering to the Chairperson of ORCA a written designation of that proxy.
- (D) Resolutions. A majority of all Members (including proxies correctly presented to the Chairperson) shall constitute a quorum to transact business. Each Member representative (including the Chairperson and Vice-Chairperson) shall have one vote; provided, however, that when a matter is to be voted upon which is of concern to only one or more but not all programs of ORCA, only Members participating in those programs shall be

entitled to vote on that matter and only those Members shall be counted for purposes of determining whether a quorum is present. All legislative action of the Members shall be by resolutions entered on its records. Except as otherwise provided in the Agreement, the affirmative vote of at least a majority of all of the representatives to the Membership eligible to vote on a matter (not counting vacancies) shall be required for the enactment of every resolution. Unless otherwise specifically stated in the resolution, all resolutions shall be effective immediately upon enactment, subject to any authorizations or certifications required by the Revised Code to be made by the Fiscal Agent or the Members.

(E) Meetings.

- 1) Frequency. ORCA shall hold regular meetings not less than once per calendar quarter at such times as may be determined by the Chairperson and at such other times as may be required by the Chairperson.
- 2) Notification. Written notice of each meeting shall be served by the Chairperson upon each Member not less than twenty-four (24) hours preceding the time for the meeting, and shall state the date, time, and place of the meeting and subject or subjects to be considered at the meeting.
- 3) Public Meetings. Meetings of the Members shall be conducted in accordance with the Ohio Public Meeting Law (Section 121.22 of the Ohio Revised Code). By contacting the Chairperson:
  - a. Any person may obtain information regarding the time and place of any regularly scheduled meeting, and the time, place and purpose of any special meeting;
  - b. Any news media representative may request advance notice of any special meeting;
  - c. Any person may, upon payment of a reasonable fee or upon providing a sufficient number of self-addressed, stamped envelopes, request reasonable advance notice of all meetings at which a specific type of business is to be discussed.
- 4) Minutes. Minutes of any meeting shall be recorded and/or written, approved by the Board, maintained, and open to public inspection as required by law.
- 5) Rules. Meetings shall be conducted informally except when a majority of the Members in attendance vote to follow Robert's Rules of Order, Revised. The Members may, but need not, adopt other rules.

(F) Powers and Duties of Members.

- 1) ORCA, by a resolution of the Members, may authorize non-member political subdivisions to participate in programs and services of ORCA on a contract basis.
- 2) ORCA, by a resolution of the Members, may accept any gift, donation, or bequest from public or private donors, including gifts, donations, or bequests made under lawful conditions upon their use, and may accept goods, services, and the use of personnel contributed by either Member or non-Member political subdivisions.
- 3) At its meetings, the Members shall review the annual report of ORCA, including but not limited to, the financial status of ORCA's operation, operation of current projects and contracts, ensure operations and maintenance of trail system including trailhead parking, grant application and distribution, and any additional programs being considered.
- 4) At its meetings, the Members shall consider, upon submission by the Board, and thereafter modify, if necessary, and approve the annual appropriations of ORCA for the next Fiscal Year (the "Approved Budget"). The Approved Budget shall be adopted by a majority vote of the Members. The Board of Directors shall have the authority to revise the Approved Budget between Members' meetings.
- 5) At its first meeting of the Fiscal Year, the Members shall select the members of the Board of Directors for the next Fiscal Year.
- 6) The following matters shall be submitted to the Members and are subject to final approval by the Members:
  - a. The annual appropriations of ORCA for each Fiscal Year;
  - b. Selection of the Board; and
  - c. Such other matters of the Board the Members may, from time to time, determine to be matters requiring approval.

**Section 5. Board of Directors.**

The Board of Directors (the "Board") shall be the policy making body of ORCA.

- (A) Composition. The Board of Directors shall be composed of at least three Directors which shall include:
- 1) Director from the City of Athens
  - 2) Director from Athens County
  - 3) Director at-large, elected by the affirmative vote of at least a majority of the representatives to the Members.

(B) Purpose.

- 1) The Board shall have primary responsibility for the day-to-day operations of ORCA.
- 2) Between scheduled meetings of the Members, the Board shall have the authority to perform such functions as the Members themselves have the power to perform, subject to the limitations of the Approved Budget and such other limitations as may be established by the Members.
- 3) The Board shall conduct ORCA's necessary business between scheduled meetings of the Members. It shall recommend short-range and long-range goals for ORCA.
- 4) The Board, or its designee, shall authorize any expenditures within the Approved Budget, and forward approval of such expenditures to the Fiscal Officer for payment.
- 5) The Board shall have prepared and submitted to the Members for approval, by the Q1 business meeting, a proposed budget for the ensuing year.
- 6) The Board shall direct the employment of any staff and the procurement of contracted services in accordance with Section 7 of these Bylaws.

(C) Powers and Duties of the Board of Directors. The Board of Directors shall have the authority to:

- 1) Consider and approve any purchases of equipment, facilities, or services for ORCA; provided that the cost thereof is within the Council Funds approved by the Members.
- 2) Make recommendations to the Members concerning any matter relating to ORCA and its programs, including but not limited to:
  - a. Amendments to or modifications of the Agreement and Bylaws,
  - b. Appropriations of ORCA, and
  - c. Disqualification of Members.
- 3) By affirmative vote of a majority of the Board and upon certification to the Board by the Fiscal Officer that the proposal is within the limits of ORCA's resources, amend the budget and appropriations of ORCA.
- 4) Approve the inclusion of additional Members into ORCA.
- 5) Enter into any and all necessary and incidental contracts to facilitate outdoor recreation projects within the jurisdiction(s) of the Members.
- 6) Enter into any and all necessary and incidental contracts to carry out all programs of ORCA.

(D) Officers. The officers of the Board of Directors shall be the officers of ORCA and shall consist of a Chairperson, Vice-Chairperson, Fiscal Officer, and Executive Director, if hired, who each shall be selected pursuant to Section 5 hereof.

1) Chairperson.

- a. Shall preside at all meetings of the Members and the Board.
- b. Shall call a meeting of the officers within thirty (30) days after election and shall call other meetings which are deemed necessary for the carrying out of the policies and business of ORCA.
- c. Shall appoint standing and special committees necessary to carry on the business of ORCA.
- d. Shall work closely with the Executive Director, if hired, in the advancement of the welfare and best interests of the Members.
- e. Shall be empowered to cast a vote on matters before the Members for purposes of breaking a tie.

2) Vice-Chairperson.

- a. Shall preside in the absence of the Chairperson.
- b. Shall assist the Chairperson and Executive Director, if hired, in the fulfillment of his/her responsibilities to ORCA.
- c. Shall succeed to the office of Chairperson should that office be vacated before the end of a term.
- d. Shall, in the absence of the Chairperson, be empowered to cast a vote on matters before the Members for purposes of breaking a tie.
- e. Appoint members to the advisory committee.

3) Fiscal Officer.

- a. Shall perform the following duties:
  - i) Be the fiscal officer for ORCA (the "Fiscal Officer").
  - ii) Receive, deposit, and disburse all funds as necessary for the work of ORCA as authorized by law.
  - iii) Prepare all necessary financial reports and undertake all other financial transactions necessary for the work of ORCA as directed by the Board of Trustees and in accordance with law.
  - iv) If the offices of the Chairperson, Vice-Chairperson, and Executive Director, if hired, are vacant, the person serving as Fiscal Officer or his or her designee shall preside as temporary Chairperson until a Chairperson is elected by the Board.
  - v) Keep the minutes of all proceedings of the Board and ORCA and make a proper record of them.
- b. The Board of Directors shall provide for the employment of a Fiscal Officer either by:

- i) Contracting with a Member, or
- ii) Hiring a person to perform the duties of the Fiscal Officer.
- iii) The Fiscal Officer shall obtain and keep in force a fidelity bond, in an amount determined by the Board of Directors and with a surety company approved by the Board of Directors, or, in lieu of a separate fidelity bond, the Board of Directors may direct the Fiscal Officer to continue and keep in force any existing fidelity bond the Fiscal Officer may have which the Board of Directors determines to be adequate. In either case, ORCA shall be named as an insured on such bond and the amount thereof shall not be reduced without prior written consent of the Board of Directors.

4) Executive Director.

- a. If hired, shall perform the following duties:
  - i) Be the Executive Director for ORCA (the "Executive Director")
  - ii) Be primary responsibility for the day-to-day operations of ORCA.
  - iii) Function, or designate a staff member, as the recording secretary for all official proceedings of the Membership and Board of Directors.
  - iv) Assist the Chairperson with official correspondence.
  - v) Serve as a nonvoting, ex-officio member of the Board of Directors.
  - vi) If for any reason the offices of the Chairperson and Vice-Chairperson are vacant, the person serving as Executive Director, if any, shall preside as temporary Chairperson until a Chairperson is elected by the Board of Directors.
- b. If desired, the Board of Directors may provide for the employment of an Executive Director either by:
  - i) Contracting with a Member, or
  - ii) Hiring a person to perform the duties of the Executive Director.

(E) Election of Officers. At the first meeting in each Fiscal Year, the officers of the Board of Directors shall be elected by majority vote of the Members.

(F) Terms of Office. Members' representatives elected to serve on the Board of Directors at the first organizational meeting shall serve two-year terms. There shall be no limit to the number of terms to which a person may be elected or appointed. All members of the Board shall serve without compensation.

In the event that a vacancy occurs on the Board of Directors, the remaining members of the Board of Directors shall meet and appoint a Member representative to fill the vacancy until the next meeting of the Members at which elections of Directors are held.

- (G) Committees. The Board may create standing committees and prescribe their respective duties. The members of such committees shall be appointed by the Chairperson, with the approval of the Board. The Chairperson, with the approval of the Board, may appoint such special committees as he/she deems necessary to carry on the business of ORCA, and such committees shall serve at the pleasure of the Chairperson. No committee has the authority to take any official action; committees make recommendations for official action to the Board.
- (H) Quorum and Voting. A simple majority of all Members present and voting shall be considered a quorum and will be sufficient to take any action which is within the authority of the Board of Directors.

#### **Section 6. Advisory Committees.**

The Advisory Committee or similar collaborative forum is a consensus-based policy forum to support ORCA. The Advisory Committee consists of members selected by and representing the following caucuses:

- (A) Local outdoor recreation groups
- (B) Local, state, and federal agencies
- (C) Local and regional planning officers and agencies
- (D) Economic development groups
- (E) Environment groups
- (F) Tourism and business groups
- (G) Other local interested parties

Advisory Committee members shall be appointed by the Chairperson and Vice Chairperson. Each Advisory Committee members shall serve for a term of one year or such shorter period of time as the Advisory Committee may be in existence. The Chairperson shall preside at all committee meetings and prepare the agenda for each meeting following consultation with Board of Directors. In the absence of the Chairperson, the Vice-Chairperson shall preside at committee meetings. The Vice-Chairperson shall succeed to the office of the Chairperson, should it be vacated before the end of a term, and shall assist the Chairperson in the discharge of the Chairperson's duties.

Each Advisory Committee shall make recommendations to the Board of Directors concerning any matter referred to it by the Board of Directors.

**Section 7. Employees and Consultants.**

The Board of Directors may employ the Executive Director and/or the Fiscal Officer for ORCA. If the Board of Directors chooses to hire either position, the Board of Directors shall provide a job description for the respective position. In addition, the Board of Directors may employ other persons and may contract for the services of independent contractors, consultants, legal counsel, or experts as the Board of Directors deems necessary or appropriate for the proper operation and administration of the Council and its Programs. Any staff employed by ORCA shall be determined by the Board of Directors to have the educational background and work experience necessary to discharge the duties assigned to that person by the Board of Directors. The Board of Directors shall establish the salaries, benefits, and work and disciplinary rules for ORCA's staff and shall direct the hiring and discharge of that staff. The salaries and independent contractors, consultants, legal counsel, or experts shall be paid from the Council Fund as determined by the Board of Directors.

**Section 8. Equipment and Facilities.**

ORCA may purchase, lease, or otherwise provide supplies, materials, equipment, and facilities as it deems necessary and appropriate to carry out the programs of the ORCA. ORCA shall comply, to the extent applicable, with the provisions of the Ohio Revised Code with respect to the procedures for bidding and letting of contracts for the acquisition, repair, or improvement of its facilities, equipment, and supplies. The Fiscal Officer of ORCA shall, at the direction of and on behalf of the Board of Directors, enter into all contracts or leases for supplies, materials, equipment, or facilities of ORCA.

**Section 9. ORCA Fund.**

ORCA may established a fund that will be maintained the Fiscal Officer, into which shall be deposited all grants, Member contributions, and other revenue generated from the sale of goods and services provided by ORCA.

**Section 10. Amendment to Bylaws.**

The Bylaws may be modified, amended, or supplemented in any respect not prohibited by law upon the approval of the modification, amendment or supplement by at least a two-thirds (2/3) majority vote of the Members; and the amendment, modification, or supplement shall thereupon become binding upon all Members.

**Section 11. Initial Operation of ORCA.**

In the first Fiscal Year of ORCA's operation, actions required by these Bylaws to be taken at the annual meeting of the Members or the first meeting of the Board of Directors shall be taken as soon as practical upon the establishment of ORCA.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

**THE CITY OF ATHENS**

By: Steven Patterson, Mayor  
Date: \_\_\_\_\_

**ATHENS COUNTY**

By: \_\_\_\_\_, Commissioner  
Date: \_\_\_\_\_

**THE CITY OF NELSONVILLE**

By: Charles Barga, City Manager  
Date: \_\_\_\_\_

**THE VILLAGE OF BUCHTEL**

By: John L. Sullivan, Mayor  
Date: \_\_\_\_\_

**THE VILLAGE OF CHAUNCEY**

By: Robert Matthey, Mayor  
Date: \_\_\_\_\_

**DOVER TOWNSHIP**

By: \_\_\_\_\_, Trustee  
Date: \_\_\_\_\_

**YORK TOWNSHIP**

By: \_\_\_\_\_, Trustee  
Date: \_\_\_\_\_

**OHIO UNIVERSITY**

By: Mary Nally, Executive Director of the  
Center for Campus & Community  
Engagement  
Date: \_\_\_\_\_

**EXHIBIT 1**

**DEFINITIONS**

“Council Fund” means the funds that shall be established and maintained by the Fiscal Officer as separate funds in accordance with Section 9 of the Bylaws, into which shall be deposited all grants or other revenue generated from the sale of goods and services provided by ORCA.

“Original Council Members” means The City of Athens, the City of Nelsonville, Dover Township, York Township, Ohio University, the Village of Buchtel, the Village of Chauncey, and Athens County, all located in the state of Ohio.