

## 1. Establishment of a “Procurement Ethics” policy statement

### Cleveland Metroparks

On January 10, 2013 (Resolution No. 13-01-006), the Board of Park Commissioners and Cleveland Metroparks approved Article 3. Ethics in Cleveland Metroparks bi-laws. The following submitted documentation will represent a copy of the bi-laws, the link to the procurement, a few pages from the **electronic procurement manual** that can be found in the Cleveland Metroparks Purchasing Manual, Cleveland Metroparks Ethics Policy Goal, Ethical Practices, Conflict of Interest, Related Party Transactions, Related Party Disclosure Form, and Gifts and Gratuities. The manual is located on our intranet website that can be accessed by all Cleveland Metroparks employees.

Cleveland Metroparks Bi-Laws Ethics and Conflict of Interest adopted by  
Cleveland Metroparks Board of Park Commissioners

RESOLUTION NO. 4499 - Adopted August 1, 1977  
RESOLUTION NO. 4682 - Revised October 6, 1980  
RESOLUTION NO. 4867 - Revised June 17, 1985  
RESOLUTION NO. 4887 - Revised October 21, 1985  
RESOLUTION NO. 4986 - Revised March 21, 1988  
RESOLUTION NO. 5034 - Revised January 9, 1989  
RESOLUTION NO. 90-01-010 - Revised January 12, 1990  
RESOLUTION NO. 91-01-006 - Revised January 10, 1991  
RESOLUTION NO. 92-01-006 - Revised January 9, 1992  
RESOLUTION NO. 93-01-005 - Revised January 8, 1993  
RESOLUTION NO. 94-01-007 - Revised January 13, 1994  
RESOLUTION NO. 95-01-009 - Revised January 5, 1995

RESOLUTION NO. 96-01-006 - Revised January 9, 1996  
RESOLUTION NO. 97-01-007 - Revised January 9, 1997  
RESOLUTION NO. 97-05-130 - Revised May 7, 1997  
RESOLUTION NO. 98-01-009 - January 9, 1998 (no  
revisions from May 7, 1997)  
RESOLUTION NO. 99-01-006 - January 14, 1999  
RESOLUTION NO. 00-01-007 - January 6, 2000  
RESOLUTION NO. 01-01-007 - January 11, 2001  
RESOLUTION NO. 03-01-006 - January 9, 2003  
RESOLUTION NO. 06-01-005 - January 9, 2006  
RESOLUTION NO. 08-01-005 - January 10, 2008  
RESOLUTION NO. 13-01-006 - January 10, 2013

**BOARD OF PARK COMMISSIONERS OF THE  
CLEVELAND METROPOLITAN PARK DISTRICT**

**BY-LAWS**

**ARTICLE 1. BOARD OF PARK COMMISSIONERS**

Section 1. **Board of Park Commissioners.** The commissioners, appointed in accordance with Section 1545.09 of the Ohio Revised Code (ORC), will constitute the Board of Park Commissioners of the Cleveland Metropolitan Park District (the "Board") and shall have all of the powers and responsibilities enumerated in ORC Section 1545.07. Commissioners will serve without compensation, but will be allowed their actual and necessary expenses incurred in the performance of their duties pursuant to ORC §1545.05.

- a. **Board Policies:** The Board of Park Commissioners shall serve as the policy-making approval authority and shall review Board level policy at least once every five (5) years or more often as necessary. New Board policies shall have two public readings before being voted upon and adopted by the Board. Existing Board policies which are being reviewed at the five year anniversary and contain no substantial changes, may be adopted upon one public reading.
- b. **Park District Ordinances:** The Board of Park Commissioners shall adopt, on an annual basis, and more frequently if necessary, Rules and Regulations that are numbered laws or decrees. Ordinances are developed by the Chief Ranger, Chief Prosecuting Attorney and Chief Legal & Ethics Officer and submitted to the Board for adoption.

Section 2. **Quorum.** Two members constitute a quorum of the Board for any meeting. Actions of the Board may be by motion or resolution with affirmative votes of at least two members necessary in order to adopt any motion or resolution. The President may second and vote on any action.

Section 3. **Officers and Appointments of the Board.**

- a. The officers of this Board shall consist of a President and two Vice Presidents, and shall be for one year terms. Board members shall annually rotate through the officer positions at the first meeting of the calendar year as determined by the date of his or her appointment to the Board. Specifically, unless otherwise as is necessary, a newly appointed Board member shall one, one-year term as Vice President prior to serving as President. Once a Board member serves his/her term as President and if the Probate Judge appoints the Board member to an additional term, he/she shall then serve at least one, one year term as Vice President prior to serving an additional term as President. Pursuant to ORC §1545.07, an Executive Director-Secretary, Treasurer, outside General Counsel, and other counsel deemed necessary shall be chosen by the Board at the first meeting of the calendar year, to serve at the pleasure of the Board, and none of such positions shall be filled by members of the Board.

time of such meetings or given by telephone, e-mail or personally served on each member at least three hours before the time of such meeting. If any member of the Board is unavailable for a period of at least twenty-four hours before such special meeting, failure of such member to receive notice of a special meeting shall not invalidate such meeting or any of its proceedings.

Section 7. Minutes of the Board. An accurate and permanent record of the proceedings and minutes of all meetings, regular and special, shall be kept and entered in a book to be known as the "Minutes of the Board"; and the record of each meeting in the "Minutes of the Board" shall be and constitute the only evidence of the acts of the Board at such meeting, when signed at the end of the record of such meeting by the presiding officer and CEO. The Resolutions shall be properly indexed. In addition, each meeting shall be tape recorded and those tapes kept in the Board archives as dictated by the records retention schedule. The CEO shall be the official custodian of all the records of the Board and shall be the proper person to certify any action of the Board.

Section 8. Minutes for Public Inspection. The minutes of the Board shall be open for public inspection and recorded after they have been read and approved by the Board. The minutes need only reflect the general subject matter of discussions in Executive Sessions which have been called and held pursuant to the applicable law.

Section 9. Business for Consideration of the Board. All petitions, applications and communications intended for the consideration of the Board (other than those presented by the members of the Board) must be in writing and shall not be considered nor acted upon by the Board unless placed in the hands of the CEO at least five (5) days before the meeting of the Board; provided, however, that the Board may grant exceptions to such requirement in its sole discretion.

Section 10. Absence of President. The President shall preside at all meetings. In the absence or disability of the President, a Vice President shall perform this duty. "Robert's Rules of Parliamentary Procedure" shall guide the proceedings of the Board when not expressly covered or provided for herein.

Section 11. Order of Business. The business of the Board shall be considered as follows:

- a. Roll call.
- b. Minutes of previous meeting for approval or amendment.
- c. Presentation of Financial Statement.
- d. New Business/CEO's Report.
  - i. Approval of action items.
  - ii. Approval of resolution to pay expenses of the Board.
- e. Old business.
- f. Information/Briefing Items/Policy.
- g. Schedule for next meeting.

### ARTICLE 3. ETHICS

Section 1. Ohio Ethics Laws. The Board and all of its employees are bound by Ohio's Ethics Laws as codified in Chapter 102 and 2921 of the Ohio Revised Code and as interpreted by the courts of this State and by the Opinions of the Ohio Ethics Commission and shall act in full compliance therewith. Additionally, the Board and all of its employees shall not violate any other provision of Ohio Law including, but not limited to, bribery and theft prohibitions.

Section 2. Conflict of Interest Process. In an effort to assist the Board's and its employees' compliance with the conflict of interest provisions of Ohio's Ethics Laws, a conflict of interest vetting process, which includes the review of a list of all Cleveland Metroparks current vendors and/or contractors, shall be completed at least annually. In the event that a conflict of interest scenario would arise after the annual conflict of interest process was conducted, the Board member or employee shall disclose the potential conflict of interest to the CFO and Chief Legal & Ethics Officer to determine appropriate next steps.

### ARTICLE 4. EMPLOYEES

The Board shall set the salaries of the CEO and CFO. The Board shall also fix the compensation range for all employees, and no person shall be employed in any position unless the compensation has been fixed for such position.

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**Goal; as policy through ethical practice**

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*To maintain,  
with a high degree of financial integrity,  
a continuous supply of goods and services  
necessary to support the quality  
of park and recreation services  
common to Cleveland Metroparks.*

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Employees engaged in the purchasing function are expected to be free of interests or relationships which are actually or potentially detrimental to the best interests of Cleveland Metroparks and are expected to fully comply with all provisions of Chapter 102 and Sections 2921.01, 2921.42, 2921.421 and 2921.43 of the Ohio Revised Code.

**Any employee engaged in the purchasing function who has assumed, or is about to assume, a financial or other outside business relationship that might involve a conflict of interest, must immediately inform their supervisor and the Director of Procurement of the circumstances involved.** A conflict of interest exists where an employee:

Has a direct or indirect interest in or relationship with an outsider that is inherently unethical or that might be implied or construed to be, or make possible personal gain due to the employee's ability to influence dealings.

Render the employee partial toward the outsider for personal reasons or otherwise inhibit the impartiality of the employee's business judgment.

Place the employee or the organization in an equivocal, embarrassing or ethically questionable position.

Detrimentially reflect on the integrity of the organization.

If an employee does not inform the manager and the Director of Procurement of such potential, appropriate employee disciplinary action may follow. In an effort to assist the Board and its employees with their compliance with the conflict of interest provisions of the Ohio Ethics Laws, and annual conflict of interest vetting process shall be conducted at least annually and shall involve a review of the current list of Cleveland Metroparks vendors. In the event that a conflict of interest scenario would arise after the annual conflict of interest process was conducted, the Board member or employee shall present the issue to the CFO and CLEO for further direction.

The suppliers to Cleveland Metroparks and their products, personnel and services are an extension of Cleveland Metroparks own resources. It is the responsibility of all employees to work to maintain a positive reputation of Cleveland Metroparks. Developing and maintaining good relations between Cleveland Metroparks and its suppliers is the responsibility of every Cleveland Metroparks employee. All staff should keep in mind that personal contacts form much of the basis for the supplier's opinion of Cleveland Metroparks.

In personal contacts with the suppliers, each employee represents Cleveland Metroparks and should reflect and present the interests and needs of all departments.

A related party disclosure form (see Sample Form Index) is sent to all staff members with updates of the vendor list. It is to be completed and returned to the Treasurer's office within 30 days of receipt.

The procedure, as recommended by the State Auditor, defines "related party" as someone who will be selling merchandise and/or services to Cleveland Metroparks and is either a direct relation or personal acquaintance of the Cleveland Metroparks employee.

This disclosure was formerly requested once per year. The periodic system described above (semi annually) became effective July, 1993.



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- ! No Cleveland Metroparks employee shall accept gifts, personal loans, entertainment or other special considerations from an individual or business organization doing business with Cleveland Metroparks.
- ! Loans are not to be accepted from an individual or organization having prospective dealings with Cleveland Metroparks unless it is a reputable financial institution designated for doing business in personal loans, car loans, etc.
- ! No employee shall permit any influence which could conflict with the best interest of Cleveland Metroparks or prejudice Cleveland Metroparks reputation.
- ! When a gift is part of a marketing promotion and is received because of a purchase, it becomes the property of Cleveland Metroparks and will be used within the District's property without individual preference.
- ! **Sole responsibility is with the Cleveland Metroparks employee for adherence to this policy.** Individuals who represent Cleveland Metroparks must be beyond challenge or reproach in every business transaction and not allow themselves to be put into a position where their judgments can be influenced.
- ! Any employee who is offered or receives a payment or gift of more than a nominal value (\$20.00 or more) from a vendor shall advise his supervisor and the Purchasing Manager. The gift must be refused or returned to the giver in a tactful and dignified manner, advising the giver of Cleveland Metroparks policy prohibiting its acceptance.
- Ohio Revised Code Section 102.03 (D) and (E) and Sections 2921.42 (A)(4) and 2921.43(A) prohibits a state official or employee from using the authority or influence of his/her position to secure, for personal travel, a “discounted” or “frequent flyer” airline ticket or other benefit from an airline if he/she has obtained the ticket or other benefit from the purchase of airline tickets, for use in official travel, the department, division, agency, institution, or other entity with which he/she serves, or by which he/she is employed or connected. To that end, any “frequent flyer” miles accumulated while on business for Cleveland Metroparks should be applied only to future flight discounts for Cleveland Metroparks and not for any personal use whatsoever. Discounts from unused mileage that are about to expire unless used are also ineligible for personal use.

**Any employee not complying with policy shall be subject to appropriate disciplinary action.**

**Cleveland Metroparks  
Related Party Questionnaire**

- 1. Have you or any related party of your had any material interest, directly or indirectly, in any transaction since January 1, 200\_ to which Cleveland Metroparks or any of its affiliates was or is to be a party? \_\_\_ Yes      \_\_\_ No
  
- 2. Do you or any related party of yours have any material interest, directly or indirectly, in any pending or incomplete transaction to which Cleveland Metroparks was or is to be party? \_\_\_ Yes      \_\_\_ No
  
- 3. Have you or any related party of yours been indebted to Cleveland Metroparks at any time since January 1, 200\_? Please exclude amounts due from travel and expense advances. \_\_\_ Yes      \_\_\_ No

If you answered "yes" to any of the above questions, please describe the transaction below:


Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_