

**BY-LAWS**  
**OF**  
**JEFFERSON COUNTY PARKS AND RECREATION COMMISSION**

**ARTICLE I. Offices.**

**I.1. Principal Office (10/07).** The principle office of the Commission shall be located *at the* Jefferson County Community Center, Sam Michaels Park, County of Jefferson, State of West Virginia.

**I.2. Other Offices.** The Commission may have other offices, within the County of Jefferson, State of West Virginia, at such place or places as the Commission may designate from time to time or as the business of the commission may so require.

**ARTICLE II. Seal.**

The Commission shall have a corporate seal which shall be in circular form and shall have inscribed thereon the name of the Commission, the year of its inception (1970) and the words " Corporate Seal, West Virginia", and may use the same by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**ARTICLE III. Commissioners.**

**III.1. Number (10/07).** The affairs and business of this Commission shall be managed by a Board of 11 Commissioners who must be residents of Jefferson County, West Virginia.

**III.2. Appointment (10/07).** The Members of the Commission shall be appointed by the County Commission of Jefferson County.

**III.3. Resignation (10/07).** A commission member wishing to resign their position prior to completing their appointed term must notify the commission, in writing, for inclusion in the agenda of a regular commission meeting prior to submitting their formal resignation to the Jefferson County Commission, the appointing body.

**III.4. Term of Office.** The term of office of each of the Commissioners shall be for three years provided that the County Commission in appointing the Members of the first Commission shall appoint three Members for a term of one year; four Members for a term of two years and four Members for a term of three years.

**III.5. Duties of Commissioners (10/07).** The Board of Commissioners shall have the control and general management of the affairs and business of the Commission. Such Commissioners shall in all cases act as a Board, regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Commission as they may deem proper, not inconsistent with these By-laws and the laws of the State of West Virginia. To facilitate the business of the Commission, each commissioner shall serve on at least one commission sub-committee. Failure to attend three (3) consecutive regular meetings, unless for just cause, as determined by vote of the Commission, shall constitute "neglect of duty". Failure to attend six (6) consecutive meetings for any reason shall constitute neglect of duty.

**III.5.a. Commission Authority (10/07)** . The Board of

Commissioners, by majority vote of those present, shall:

1. Recommend and/or adopt rules and policies governing participation in parks and recreation programs.
2. Recommend and/or adopt rules and policies governing the hours of operation and use of county parks and facilities.
3. Adjudicate complaints, disputes or other grievances from the public arising out of parks and recreation activities.
4. Evaluate, in conjunction with professional staff, programs and activities which are offered from year to year.
5. Evaluate line item budget reports based on revenue and expenditures.
6. Evaluate and approve or deny any departmental expenditure of fifteen thousand dollars or more.
7. File an annual report with the Jefferson County Commission relative to program accomplishments for the preceding fiscal year.
8. Approve and ensure compliance with Employee Guidelines detailing personnel policies, procedures, and employee rights.
9. Approve, in response to nomination by the staff, all departmental hires.

**III.5.b. Commission Duties (10/07)** . Specific duties of the Board

of Commissioners shall include but not be limited to:

1. Advising in the initiation, planning, organization, implementation, and coordination of public recreation programs and activities for the county.
2. Developing, in conjunction with professional staff, plans for the design, development, acquisition, and maintenance of a system of parks, facilities, etc., that accommodate the public's needs for parks and recreation activities.
3. Assisting with the preparation and development of rules, regulations, and policies, by which parks and recreation programs may operate.
4. Monitoring and annually evaluating the effectiveness of all parks and recreation programs and staff, including the implementation and enforcement of "Employee Guideline" provisions.
5. Advising and recommending ways and means by which parks and recreation programs may be improved and/or strengthened.
6. Supporting new programs and activities as public need may dictate.
7. Approve and ensure compliance with the departmental budget.
8. Performing other duties and responsibilities as may be conferred by the Board of Commissioners from time to time.

**III.6. Oaths of Members (10/07).** After appointment the Members of the Commission shall qualify by taking, and filing with the Clerk of the Jefferson County Court, the oath prescribed by law for public officials. Upon taking the oath, each Member of the Commission assumes a duty to the citizens of Jefferson County to operate and maintain the county parks and recreation system as set forth in these By-laws and all applicable state laws. Each Member agrees that the official spokesperson of the commission regarding policy adopted by the board shall be the president or designee.

**III.7. Meetings of the Commission (10/07).** Regular meetings of the Commission shall be held on the Third Wednesday of each month during the year excluding August and December and are conducted following “Robert’s Rules of Order”.

Special meetings of the Commission may be called by the President at any time or be called by the President or the Secretary upon the written request of at least three Commissioners.

**III.8. Notice of Special Meetings (10/07).** Notice of meetings other than the regular meetings shall be given by service upon each Commissioner in person, by email, or by mailing to him or her at his or her last known post office address at least five days before the date therein designated for such meeting including that day of mailing of a written or printed notice thereof specifying the time and place of such meeting and the business to be brought before the meeting. No business other than that specified in such notice shall be transacted at any special meeting.

**III.9. Quorum.** At any meeting of the Commission a quorum for the transaction of business shall consist of no less than fifty-one percent (51%) of the appointed and duly qualified Members; in the event of a quorum not being present, a less number may adjourn the meeting to some future time not more than five days later.

**III.10. Voting (10/07).** At all meetings of the Commission each Commissioner is to have one vote. In accordance with West Virginia State Law, all votes shall be held via open voting by a show of hands during open session.

**III.11. Vacancies (10/07).** The Commission shall immediately inform the Jefferson County Commission when a vacancy occurs on said Commission by reason of death, resignations, change of residence from County, other disqualification such as neglect of duty, or expiration of the term, of any Commissioner. Whereupon, the County Commission shall appoint a successor or successors to fill out the unexpired term of the Member or Members of the Commission whose terms have been vacated.

**III.12. Meeting Agendas (10/07).** The preparation of the agenda for a regular meeting of the Board shall be the joint responsibility of the President and the Secretary, provided, however, that there shall be included in the agenda any matter which the Board has at a prior meeting voted to include in such agenda. Further, any item requested by any member of the Board in writing delivered to the Secretary or President not less than four (4) days prior to the date of a meeting shall be placed upon the agenda of such meeting and the agenda will be updated and mailed or emailed to each responsible seat.

The agenda for each regular meeting of the Commission shall be prepared, available for review by Commissioners and the public, and posted on the Commission website by the close of business on the Monday prior to the regularly scheduled meeting. Should that date fall on a government holiday, the agenda shall be prepared, available and posted by the close of business on the Friday prior to the regularly scheduled meeting date. Commission members, Commission Officers, Committee Chairs, and the Parks Director shall, whenever possible and appropriate, provide for inclusion in the meeting agenda, detailed information regarding significant developments, discussion points, correspondence and/or proposals to be discussed.

**III.13. Procedure at Commission Meetings.** The procedure to be followed at all meetings of the Commission shall be as follows:

- a. Call the meeting to order
- b. Call the roll
- c. Read minutes of previous meeting, correction and approval.
- d. Reports of Officers
- e. Reports of Committees
- f. Old Business
- g. New Business
- h. Adjournment.

**III.14. Removal from Office.** Official misconduct, malfeasance in office, incompetence, neglect of duty, gross immorality, or other grounds provided by state law may constitute grounds for removal of any Commissioner from office.

Upon written notice served upon a Commissioner at least five days prior to the regular meeting and by an affirmative vote of two-thirds of the other Members of the Commission at any regular meeting, the Commission may request the County Commission of Jefferson County to proffer charges in accordance with state law.

#### **ARTICLE IV. Officers**

**IV.1. Number.** The officers of the Commission shall be President, Vice-President, Secretary, and Treasurer.

**IV.2. Election (10/07).** All officers of the Commission shall be elected annually by the Members of the Commission at its annual meeting in October and shall hold office for a term of one year or until their successors are duly elected. The officers shall be elected from among the Members of the Commission. In the event that a commission officer is not reappointed by the Jefferson County Commission, the Parks and Recreation Commission shall elect an interim officer to perform the duties of that position until the October election.

**IV.3. Duties of Officers.** The duties and powers of the officers of the Commission shall be as follows:

**IV.3.a. President (10/07).** The president shall preside at all meetings of the Commission. Each October, he or she shall present at the annual meeting of the Commission, a report of the condition and affairs of the Commission.

In addition, he or she shall cause to be called regular and special meetings of the Commission in accordance with these By-laws, assign commission members to standing committees as appropriate, charge and establish ad-hoc committees.

He or she shall sign and make all contracts and agreements in the name of the Commission. Moreover, he or she shall see the books, reports, and statements required by State law are properly kept, made and filed according to law. He or she shall be responsible for the enforcement of these By-laws and shall perform all the duties incident to the position and office, and which are required by law.

**IV.3.b. Vice-President.** During the absence and inability of the President to render and perform his or her duties or exercise his or her powers, as set forth in these By-laws or in the Statute under which this Corporation is organized, the same shall be performed and exercised by the Vice-President; and when so acting, he or she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

**IV.3.c. Secretary (10/07).** The Secretary shall keep the minutes of the meetings of the Commission in appropriate Books. The Secretary shall make draft versions of meeting minutes available, either electronically or in print, to Commissioners within ten (10) business days of the meeting. Any recording of the meetings will be for the sole purpose of preparation of the minutes and shall be maintained for a period of not less than (5) years. Final approved minutes, together with those of the previous six months, shall be posted on the

Departmental website when possible and recordings of commission meetings shall be made available to the general public upon written request for a nominal fee.

He or she shall give and serve all notices of the Commission.

He or she shall be custodian of the records and of the seal, and affix the latter when required.

He or she shall present to the Commission at their stated meetings all communications addressed to him or her officially by the President or any officer of the Commission or any voter in the County. He or she shall attend to all correspondence and perform all the duties incident to the office of Secretary.

**IV.3.d Treasurer (10/07).** The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the commission. He or she shall enter or cause to be entered in the books of the Commission to be kept for that purpose full and accurate accounts of all monies received or paid on account of the Commission and he or she shall keep or cause to be kept such other books as will show true record of the expenses, losses, gains, assets, and liabilities of the Commission. He or she shall exhibit at all reasonable times his or her books and accounts to any Member or Members of the Commission upon application at the office of the Commission during business hours.

He or she shall render a statement of the condition of the finances of the Commission at each regular meeting of the Board of Commissioners, and at such other times as shall be required of him or her, and a full financial report at the annual meeting of the Commission.

He or she shall do and perform all duties pertaining to the office of Treasurer including facilitating an annual independent audit of his or her books each calendar year by the persons and/or organization designated by the finance committee.

**IV.4. Bond.** The Treasurer shall, if required by the County Commission, give to the County Commission a surety bond for the faithful discharge of his or her duties as the Commission may direct.

**IV.5. Vacancies.** How Filled. All vacancies in any office shall be filled by the Commission without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

**IV.6. Removal of Officers.** The Board of Commissioners may remove any officer by a two-thirds vote, at any time with or without cause.

**IV.7. Holding More Than One Office.** No member of the Commission concurrently shall hold more than one office provided for in these By-Laws.

## **ARTICLE V. Committees (10/07).**

**V.1. Standing Committees.** The Commission shall establish three standing committees. The Parks Director shall serve as an ad-hoc member of each standing committee.

### **V.1.a. Executive Committee.**

**V.1.a.i. Composition.** The Executive Committee shall be comprised of the commission President, Vice President, Secretary and Treasurer.

**V.1.a.ii. Duties.** The Executive Committee serves to render opinions on specific issues that, due to extraordinary circumstances, can not be appropriately addressed by the full commission in a timely fashion at either a regular or special meeting. Such decisions rendered by the Executive Committee must be reported to, and ratified by, the full commission at the next regular or special commission meeting for inclusion in the minutes. In addition, the Executive Committee may make recommendations regarding commission and/or department operations for consideration and/or adoption by the full commission at regular or special meetings. The Executive committee shall also prepare, and submit for approval by the full commission, a) the Director's annual performance evaluation and any salary adjustment recommendation, and b) the annual operation and capital budget requests.

**V.1.b. Finance Committee.**

**V.1.b.i. Composition.** The Finance committee shall be chaired by the Treasurer and include at least (2) two additional commissioners to be appointed by the president.

**V.1.b.ii Duties.** The Finance Committee shall oversee all financial operations of the commission and report back recommendations to the full commission during regular commission meetings. In addition, the Finance Committee shall produce and present the annual commission operating budget to the full commission for modification and ultimate approval. It shall also be the role of the Finance Committee to recommend changes to, or improvements in, the financial operations of the commission to the full commission for adoption

and to produce and present the annual financial report to the Jefferson County Commission as required by section III.5.a.7 of these by-laws.

**V.1.c. Facilities Committee.**

**V.1.c.i. Composition.** The Facilities Committee shall be composed of a chairperson and at least (4) four additional commissioners to be appointed by the President.

**V.1.c.ii. Duties.** The Facilities Committee shall, in collaboration with the Director, oversee the acquisition, construction, and/or operations of the commission's facilities including, but not limited to, the commission's buildings, parks, ball fields, and pavilions and report back recommendations to the full commission during a regular commission meeting.

**V.2. Discretionary Committees.** The Commission President may, with the approval of the commission, create additional committees to facilitate the business of the Commission. Such committees shall be tasked by the President with specific objectives related to particular projects or functions of the commission. Such committees may be dissolved at any time by the President.

**V.3. Committee Meetings.** All committee meetings shall be open to all commissioners and the public. Date, time and location of all committee meetings must be announced to all committee members and the commission Secretary at least 48 hours in advance by phone, email, or in writing. The dates, times, and location of committee meetings shall be posted on the departmental website.

**V.4. Committee Reports.** The chairperson of each committee shall report the activities of the committee to the full commission at each regular

commission meeting. Consistent with section 12 of Article III of these By-laws, each committee chairperson shall declare the topics to be addressed in their reports to the Secretary for inclusion in the agenda. In addition, all committee chairmen shall make, at the annual commission meeting, an annual report detailing progress made in the previous year and goals for the upcoming year.

**V.5. Appointments to, and Removal from, Committees.** Excepting the Executive committee and the chairperson of the Finance committee, the president shall appoint all committee members during the commission's annual meeting. The president shall designate the chairperson of committees unless otherwise defined in these By-laws. During any regular commission meeting, and with proper annotation in the minutes, the president may add or remove any commissioner to/from any committee except the Executive Committee and any other positions dictated by these By-laws.

## **ARTICLE VI. Bank Accounts, Checks, Etc.**

**VI.1. General Bank Accounts and Safe Deposit Boxes.** Funds of the Commission shall be secured within the official office of the Commission or with such depositories as may be selected by the Commission. The Commission shall from time to time authorize the maintenance of such safe deposit boxes, as the may deem advisable.

**VI.2. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, acceptances, issued in the name of the Commission

shall be signed by such officer or officers, and in such manner, as shall be determined from time to time by resolution of the Commission.

#### **ARTICLE VII. Contracts (10/07).**

The Director may enter into any contract or execute and deliver any instrument in the name and behalf of the Commission not to exceed fifteen thousand dollars. In addition, the Commission may authorize the Director, officer or officers to enter into any contract, or execute and deliver any instrument, in the name and behalf of the Commission as necessary

#### **ARTICLE VIII. Fiscal Year**

The fiscal year of the Commission shall end on June 30, of each year unless otherwise provided by the Commission.

#### **ARTICLE IX. Amendments to the By-Laws.**

**IX.1. How Amended (10/07).** These By-Laws may be altered, expanded, repealed or added to. Before adoption of any changes to these by-laws the public and the commission must be notified of proposed changes during (2) two consecutive regular commission meetings. Upon the third reading, proposed changes can be adopted by an affirmative vote of two-thirds of the quorum present for the third reading.

#### **ARTICLE X. Conflicts of Interest by Members of the Commission**

**X.1. Definitions.** As used in this article, unless the context in which used clearly requires otherwise:

**X.1.a. “Compensation”** means money, thing of value or financial benefit. The term “Compensation” does not include reimbursement for actual reasonable and necessary expenses incurred in the performance of official duties.

**X.1.b. “Employee”** means any full-time or part-time employee of the Commission.

**X.1.c. “Immediate family”**, with respect to an individual, means a spouse residing in the individual’s household and any dependent child or children and dependent parent or parents.

**X.1.d. “Person”** means an individual, corporation, business entity, labor union, association, firm, partnership, limited partnership, committee, club or other organization or group of persons, irrespective of the denomination given such organization or group.

**X.2. General Provisions.** No Member of the Commission or a member of his or her immediate family may transact any business with the Commission for compensation including the purchase or sale of goods, services or materials or employment. Every Member of the Commission shall abstain from voting when such matter is being considered by the Commission.

**X.3. Use of Office for Private Gain.** Members of the commission are prohibited from knowingly and intentionally using his or her office or the prestige of his or her office for his or her private gain or that of another person.

**X.4. Gifts.** Members and employees of the Commission are prohibited from soliciting any gift unless the solicitation is for a charitable purpose and without a direct pecuniary benefit to the Member or employee or to his or her immediate family. No Member or employee of the Commission may knowingly accept any gift from a lobbyist or from any person:

- (a) doing or seeking to do business with the Commission;
- (b) engaged in activities controlled by the Commission; or
- (c) having financial interests, which may be affected by the performance or non-performance of the Member's or employees official duties.

This section does not apply to gifts from relatives or members of the same household; gifts that are purely personal in nature; tickets or free admission to attend charitable, cultural or political events if the ticket or admission is a courtesy customarily extended to the Commission; reimbursement for food, travel or lodging to attend speaking engagements of an official nature; or ceremonial gifts or awards of insignificant monetary value.

**X.5. Interests in Public Contracts.** No member or employee of the Commission or member of his or her immediate family or business with which he or she is associated may be a party to or have an interest in the profits of benefits of a contract which such Member or employee may have direct authority to enter into, or over which he or she may have control. Provided, however, that nothing herein shall be construed to prohibit a Member from entering into a contract which the Member may have direct authority to enter into or over which

her or she may have control when such Member has been recused from deciding or evaluation and excused from voting on such contract and has fully disclosed the extent of such interest in the contract.

Where the provisions of this section would result in the loss of a quorum, in excessive cost, undue hardship, or other substantial interference with the operation of the Commission, the Commission may make written application to the West Virginia Ethics Commission for an exemption for the applicable provision of the West Virginia Government Ethics Act.

**X.6. Confidential Information (10/07).** No present or former Member or employee of the Commission may disclose any confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests or the interests of another person.

**X.7. Prohibited Representation.** No present or former Member or employee of the Commission shall, during or after his or her public employment or service represent a client or act in a representative capacity with or without compensation of behalf of any person in any matter which arose during his or her period of public service or employment and in which her or she personally and substantially participated in a decision-making, advisory or staff support capacity, unless the Commission, after consultation, consents to such representation.