

**Friends of the Little Miami State Park
TEAMS Online General Board Meeting 08-11-2021
Meeting Agenda**

Call to Order: Steve Murphy

Introduction of Board:

Steve Murphy	President	Present
Ron Gorley	Vice President	Present
Dick Feldmann	Treasurer	Present
Becky Retzer	Secretary	Absent
Larry Bloomfield	Member at Large	Present
Bruce Cortright	Member at Large	Present
Rick Forrester	Member at Large	Present

Introduction of Members and Guests:

Brad Frericks
Melissa Clark

Approval of Minutes from 2021-07-14: Motion to accept: Dick. Seconded: Steve. Passed unanimously.



Minutes_2021-07.p
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Treasurer's Report - Dick Feldmann (5 min)

Cash on Hand:	6/30/2021	7/31/2021	Change +/-
Unrestricted	\$57,057	\$70,857	+13,800
Restricted	8,734	8,454	(280)
Safety	737	737	
Memorial bench & Kiosk*	7,997	7,717	
Reserved	2,063	2,063	0
Pollinator garden program	1,350	1,350	
Corwin Shelter	713	713	
Operating Account	15,445	21,403	+5,958
Savings Account	52,409	52,413	+4
Receivables	0	7,557	+7557
Total	\$67,853	\$81,374	+13,520

* Once Spring Valley Kiosk is completed, we will have fulfilled the request on the Aug 2020 Applebaum donation and the remainder will be reclassified as unrestricted.

Treasurer Narrative: Dick Feldmann

- Financial Statements sent to board on August 9th.
- Major Income items:
 - In the mail pouch received August:
 - The Will H. and Lynn M. Mitchell Fund - \$1000
 - Sharon & Charles Thompson - \$500
 - From Village of Corwin - \$7,500 for their portion of the Corwin Picnic Shelter
 - An additional \$1000 grant will show up in next month's ledger.
- Major Expense items approved and paid:
 - Green Umbrella - \$2600 for 2021 Trail Counting Program
 - Ohio Attorney General - \$50 for Annual Charitable Registration
 - Bruce Cortright/McCabe - \$718 for 2 Stihl FS91 Trimmers approved by board last month
- Expenses requiring board motion.
 - Green Umbrella membership - \$50 Motion: Dick. Second: Ron. Passed unanimously.
 - Constant Contact - \$500 for 6 months support Motion: Dick. Second: Steve. Passed unanimously.
- Other Items of Interest
 - Corwin Picnic Shelter
 - Village of Corwin has paid their portion of the Corwin Picnic Shelter
 - But Jeff Ross of Roscoe's Pizza who promised at the Village Council meeting to cover the Village portion of the additional expenses has gone silent. Dick will attempt to contact Mr. Ross one more time.
 - Network Solutions
 - Transferring web address LittleMiamiStatePark.org from ROI to FLMSF.
 - Reviewing the services Network Solutions are providing and considering changing our service provider. Dick will approach Rod to look for alternatives.



ProfitandLoss_July20 BalanceSheet_July20
21 (1).pdf



21 (1).pdf

Metrics: Steve Murphy

	06-30-2021	07-31-2021	+/-
Trail Mail:	2,414	2,419	+5
Memberships:	310	377	+67
Volunteer Hours:	2,347	2,685	+338
Facebook "Followers":	1,970	2,006	+36
Facebook "Likes"	1,830	1,863	+33
Twitter "Followers":	61	61	+0

Dick will confirm with Constant Contact that 2500 memberships will push us into a higher pricing tier.



STRATEGIC PLAN.

1. Safety
2. Condition & Drainage
3. Volunteer Management
4. Amenities/Convenience
5. Beauty

2021 PLANNING

- Annual Meeting.
 - Scheduled for November 7 at 3 pm. Steve will look for a location.
 - Currently 4 Board members are up for election this year 2021, i.e. President, Vice President, Treasurer, and one Member at Large.
 - Based on the list below we need to recruit a new Vice President.

Current Board members:

- Steve Murphy, President 2-year term 2019-2021
Steve **WILL BE** standing for reelection at the 2021 Annual Meeting.
- Ron Gorley, Vice President 2-year term 2019-2021
Ron **will NOT be** standing for reelection at the 2021 Annual Meeting.
- Dick Feldmann, Treasurer 2-year term 2019-2021
Dick **WILL BE** standing for reelection at the 2021 Annual Meeting
- Becky Retzer, Secretary 2-year term 2020-2022
- Bruce Cortright, Member at Large 2-year term 2019-2021
Bruce **WILL BE** standing for reelection at the 2021 Annual Meeting.
- Rick Forrester, Member at Large 2-year term 2020-2022
- Larry Bloomfield, Member at Large 2-year term 2020-2022

NEWS.

- ODNR Capital Funding. Ron Gorley. Last Thursday, I happened to see Sen. Steve Wilson on the trail as we were clearing the canopy. Spoke to him about the upcoming capital cycle (for the fiscal biennial period of July 2022 to June 2024). Recommendation is that our request get bundled in with the rest of the Warren County community capital.

Dick Feldmann was also clearing the canopy, so we talked to one another after Sen. Wilson left. Our consensus is that ODNR has been doing a fairly good job of maintaining the critical infrastructure of the trail like culverts and bridges (latest example is the full funding for O'Bannon Creek bridge). What does not rise above the priority bar for ODNR is repaving the dilapidated pavement. Pavement condition has been at the top of users' priorities in the last two trail surveys. And funding from the typical grant sources prioritize building new trails over maintaining existing ones. So, Dick and my conclusion was that we should once again ask for money to repave (similar to the \$370,000 ask and \$200,000 received a few years ago to repave the section south of Morrow). This of course, is a Board decision.

If we were to proceed with a repaving request, the process would look like.... Surveying the trail for sections in Warren Co. to repave. Prioritize by condition and whether bad

locations are bundled close together. Once the locations are known, identify the community in which they are located, such as Village of South Lebanon or Salem Township. At that point, Sen. Wilson will be working with these communities and us to have the trail repaving included in the Warren County master list which is sent to the state legislature.

Board in favor of prioritizing paving needs. Rick would like to add the widening of the Salt Run bridge to the list.

- ChainsawPersonnel_YYYY-MM-DD.xlsx. Ron Gorley.
 - Ron has updated this spreadsheet to only include chainsaw personnel.



ChainsawPersonnel
_2021-08-11.xlsx

- Adopt-a-trail Section Volunteers. Ron Gorley.
 - Ron is currently in the process of updating this document.



aatMasterLists_2021
-07-12.xls

- ByLaws_2021-08-11.doc. Ron Gorley.
 - We are required to publish our proposed ByLaws in two Board meetings prior to the Annual Meeting.
 - With the Annual Meeting scheduled for November 7, we are publishing the proposed ByLaws at the August and September Board meetings. For your convenience, a copy of the ByLaws begins on Page 16 of this document.



ByLaws_2021-08-11.
doc

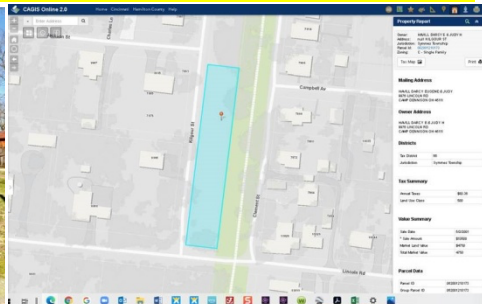
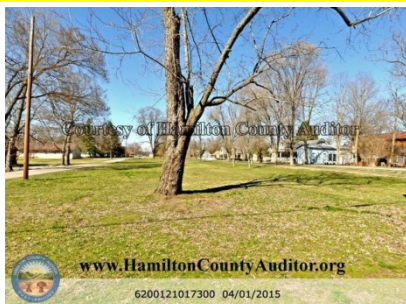
- Motion to accept the first reading of the document immediately above as our new bylaws to take to the annual membership meeting this November: Ron. Second: Rick. Passed unanimously. For convenience, these proposed bylaws may also be found in the last four pages of this document.

- Reported Issues. Don Mills
 - 3 missing mile markers south of Morrow 29.0 29.5 30.5. Completed.
 - 3 missing STOP signs in Morrow Anyone travelling to Morrow please investigate and communicate to board.
 - Access to Cartridge Brewery from trail. This is an issue for Cartridge Brewery and ODNR to resolve.

ODNR.

- Perry Lane Entrance. Melissa Clark. I spoke with the facilities director regarding the concerns along the trail. They are currently working on an entrance off of 2nd street and will discontinue using the Perry Ln access once this is complete. We will keep up and ensure any damage is repaired. He indicated all mud and debris from the last rain has been cleared.
- Bridges and Bridge Surfaces in Progress
 - Rte. 22/3 Bridge. Completed.
 - Beech St bridge. Completed.
 - Oregonia bridge. Completed.
- Bridges and Bridge Surfaces Pending
 - O'Bannon Creek Bridge. Funded. Construction likely in Fall 2022.

Ideas for Camp Dennison 60' x 360' property donated property?



- ODNR is willing to accept Mr. Havill's offer, but it will take some unknown amount of time for ODNR to process this donation.
- Regarding sink hole near Brach Hill New Guinea Rd and the Mathers slip - ODNR is aware, but does not have funding secured to fix.

Strategic Plan 2021 Projects mapped onto the Strategic Plan.

1. Safety

- Speed limits:
Dick Feldmann will work with A&A Safety to design a pavement image for congested areas for ODNR's approval.
 - Loveland
 - 126
 - Milford
 - Morrow
 - Fosters
- Enforcement.
- Intersections.
- Ladders.
- Sight lines.
- Vertical signage.

- Bruce reported that Great Parks bikeway/road intersections all have “Cross Traffic does not stop” signs under the bikeway stop signs. He asked Melissa if she would approve. Melissa expressed that she is willing to consider.
 - Berm encroachment.
 - Pavement markings, e.g., center lines only at intersections.
 - Fences.
 - Trail Sentinels. Rick Forrester.
 - eBikes:
 - Condition & Drainage.
 - Storage Caches.
 - Spring Valley.
 - Morrow/South Lebanon.
 - Fosters.
 - Miamiville/Camp Dennison. Bruce Cortright..
 - Bump Grinding. Don Hahn.
 - Meeting on Tuesday May 11. Gary Gross, Don Hahn, Kyle Ranck, Melissa Clark, Steve Murphy
 - Takeaways
 - Identify trees within 6 feet of trail to be felled.
 - Using white paint markings 3”x6”, Identify and mark where roots are causing the trail to heave and crack.
 - Dick Feldmann will mark Caesar Creek to Hedges.
 - Rick will mark trees from Foster’s to Caesar Creek
 - Bruce will mark Loveland – South.
 - Felling can occur between November 1st and March 31st.
 - Identify commercial vendors to do the felling.
 - Identify commercial vendors to do the Trail cutting/patching.
 - Crack Filling.
 - Erosion.
 - Culverts.
 - Volunteer Management. Becky Retzer
 - Will begin monthly plan with Volgistics in next week so that others may join in and try the software.
 - Will set up Kiosks/Volunteers and Reforestation/Volunteers first to see if we like how the program tracks and works.
 - Will invite Rick Forrester to help with the software.
2. Amenities/Convenience
- Benches. Ron Gorley
 - Motion to pay for the Hope Taft bench using funds donated by Bob Taft: Dick. Seconded: Ron. Passed unanimously.



- Hope Taft
- Fred Rohrig Jr.
S. Lebanon Bench in work. Bench to be placed just north of playground.
Lawnmowing done by S. Lebanon.
- Website. Janet Slater. Rod Martin
- **Objectives of FLMSWP Website:**
“Must have” in bold; “would like to have” in regular typeface. Starred items should have a prominent link on the home page.
 1. ***Provide information about FLMSWP: mission, nonprofit status, all-volunteer.**
Specific examples of what we do.
 2. ***Accept donations and memberships** (buttons or links on main page). Would like to have: ability to donate in honor or memory of someone.
 3. ***Sign up for email list (Trail Mail, other communications)**
 4. **Inform about a variety of volunteer opportunities and provide means to sign up to volunteer and receive confirmation.** Would like to have: (a)sign up for specific tasks and dates. (b) stories and photos of volunteer efforts in the park.
 5. **Ability to contact person in FLMSWP relevant to topic/task**
 6. **Provide information about the Little Miami State Park:**
 - a. **Description, photos**
 - b. **Maps** or links to other orgs. that provide maps
 - c. **News: trail closings and alerts, new amenities or trail improvements**
 - d. **Safety & Etiquette**
 - e. Calendar
 - f. Events
 - g. Amenities
 - h. Natural History
 - i. Local history along trail
 7. **Serve as information and communication center for volunteers and members:**
 - a. Log and look up volunteer hours
 - b. Manuals and instructions for equipment and tasks

- c. Forms (volunteer agreement, reimbursement of expenses, etc.)
 - d. Other documents (plant lists, legal documents, financial documents, policies)
-
- **Model Websites:**

1. Last Mile Health

<https://lastmilehealth.org/>

What I like:

- Organization—uncluttered, with smaller items under brief, larger headings.
- navigation at both top and bottom of home page
- Clean, simple lines and fonts
- No big blocks of print on homepage
- Bright and colorful

2. Friends of the Smokies

<https://friendsofthesmokies.org/>

What I like:

- mission statement first thing you see, with the photo behind it. Our mission could be simplified into a few short phrases.
- menu organization: the title (“About”, for ex.) accesses a general page for that tab that in turn gives a description of the sub-headings.
- Placement of the Donation button (suggests “here’s our mission; if you like it, donate.”)
- Blocks set off by contrasting colors
- Clean, simple font with variety of font size.

Website Detailed Topics and Functionality

- About
 - Friends of the Little Miami State Park (FLMSP) non-profit 501(c)(3) founded in 2009.
 - Mission Statement: *Our mission is to create a rewarding user experience on the Little Miami State Park trail by improving its safety, condition, convenience, and beauty in a manner consistent with its natural river setting.*
 - Partnership with Ohio Department of Natural Resources (ODNR) to maintain and improve this 50-mile paved trail.
 - Board of Directors
 - Steve Murphy President
 - Ron Gorley Vice President
 - Dirk Feldmann Treasurer
 - Secretary Becky Retzer
 - Larry Bloomfield Member at Large
 - Bruce Cortright Member at Large
 - Rick Forrester Member at Large
- Learn
 - All expenses covered by ODNR capital and FLMSP donations.
 - 1.5 million visitors in 2019. 2.3 million visitors in 2020.
 - Natural History
 - Local history along trail
 - Little Miami Railroad (LMRR)
 - Civil War
 - World War II
- Explore
 - Alerts
 - Trail closures
 - News: new amenities or trail improvements
 - Description, photos
 - Safety
 - 42 marked intersections
 - Intersection sight lines maintained
 - Mile markers every ½ mile
 - Fences
 - FLMSP hotline
 - Chainsaw crews
 - Regular trail blowing spring, summer, fall
 - ODNR law enforcement

- Calendar
- Events
- Rules and Etiquette
- Interactive online map, e.g. Trail View
- Website, FaceBook, Twitter
- Amenities
 - Kiosks
 - Bicycle repair stations
 - Benches
 - Restrooms
 - Shelters
 - Drinking fountains
 - River access
- Beauty
 - Reforestation
- 9 Villages, cities
 - Terrace Park
 - Indian Hill
 - Milford
 - Camp Dennison
 - Loveland
 - South Lebanon
 - Oregonia
 - Corwin
 - Spring Valley
- 4 counties
 - Hamilton County
 - Clermont County
 - Warren County
 - Greene County
- Maps or links to other orgs. that provide maps
- Flora and fauna
- Prairies, butterfly garden
- Volunteer
 - Volunteer logon
 - Search
 - All volunteer labor --- 4,500 hours in 2019.
 - Online volunteer signup, e.g. www.volgistics.com
 - Online entry of volunteer hours

- Online search for volunteer opportunities
- Donate/Membership xxx
 - 90% of donations are in support of the trail; 10% goes to overhead.
 - Online Trail Mail newsletter signup
 - Make a donation
 - Become a member
 - Honor a friend
 - Remember a loved one
- Interactive Trail Mapping. Dick Feldmann
 - FLMSP ESRI in-house solution. Dick Feldmann. Unanimous agreement that we desire this to be a feature in the new website. When the next round of updates are complete, Dick will send a link for us to view.
 - Commercially available Elebase *Trail View*
 - <https://visit.highlinecanal.org/>
 - <https://calendly.com/elebase/30min>
- Parcourse. Brad Frericks

Could run over \$30,000 with a six month lead time. Less expensive options exist. Site just north of Nisbett Park is proposed, but might be tight on space. Brad will continue to detail his proposal.
- Standard Kiosks.
 - Spring Valley. Dick Feldmann. Completed.
 - Morrow. Carol Whitacre.
 - Modify existing 3-sided structure (less expensive) OR build new “standard” kiosk ala Loveland (more expensive).
 - Avoca Park Hamilton County Great Parks. Melissa needs to confirm that our current MOU allows us to spend money for a kiosk in GPHC with information about the LMSP. Larry will follow up with GPHC about us erecting a kiosk. Idea: 6 panel kiosk with FLMSP utilizing 3 and GPHC utilizing 3.
- Single-panel Kiosk.
 - Oregonia. Eagle Scout project for Pollinator Garden.
- Bike racks. Ron Gorley

Consensus to proceed with this. Melissa will send picture of the new rack purchased at Cowan Lake to Ron. Ron will explore options and pricing.

Location	# Bike Racks
Morrow	
Phegley Park	None
Grandin	None
- Bicycle repair stations. Consensus to proceed with donor who wants to fund a station in Spring Valley. Ron follow up.

3. Beauty

- Trash.
- Butterfly/Pollinator Garden. Becky Retzer.
 - First Pollinator garden planted at Galbraith Road. Mandy & Becky will select 2-4 locations for next year or this Fall. Approximately \$300 per location
 - Steve (Eagle Scout) to begin kiosk at Oregonia pollinator prairie around 23rd of July
 - Julie has submitted samples of history posters for kiosks (will send you an example). We will have a poster for Milford, Loveland, Fosters, S. Lebanon
- Reforestation. Rick Forrester.
- Invasive control. Jim Mason.
- Two old railroad signal tower in Indian Hill water works area.

4. FLMSP Administration.

- Succession. It is time to make this a priority.
- Funding, e.g. donations, memberships, grants.
- Counters. Ron Gorley.
 - 2019 1,530,226
 - 2020 2,349,416
 - 2021 Trail uses per day
 - 3 weeks prior to closure 555
 - Closure 405
 - 1 week after closure 663

The Fosters closure definitely affected traffic volume. Above is the trail usage from the permanent counter in Loveland.
- Events
 - Helmet event.
 - After the July 10 event the helmet inventory stands at about 100.
 - Michael Shea has agreed to lead this helmet initiative next year.
- Technology.
 - Website. Janet Slater. Rod Martin.
 - The “core” has been updated.
 - The content and “look and feel” is next.

6. Outreach.

- Morrow. Becky Retzer. I hope to hear from Carol Whitaker from Village of Morrow yet this week. Coordinating a group of volunteers for a potential project at Miamiville location - stain kiosks, bench, bicycle racks and put in small pollinator garden.
- Outreach opportunities: Larry Bloomfield.
 - Do we want designation as National Recreational Trail? Larry Bloomfield

- a. Larry asked Melissa if she had any knowledge of the National Recreational Trail program. Melissa indicated shw would look into it.
- Ales for Trails - would that work for FLMS? Larry Bloomfield
 - a. Larry reported that the Ales for Trails in Cincinnati was successful. 6-7 breweries were involved.
- **Meeting Schedule.**

Future General Board Meetings will be virtual via Microsoft TEAMS until the current COVID-19 restrictions are relaxed or eliminated. The next TEAMS General Board Meeting will be **Wednesday September 8 6:30-8:30 PM.**

The Annual Meeting is scheduled for **Sunday November 7 3:00 PM.** Location to be determined.

Board meeting was adjourned at 8:15.

- **REGULATIONS OF**
FRIENDS OF THE LITTLE MIAMI STATE PARK, INC. (FLMSP)

ARTICLE I MEMBERS

- A. Classification and Voting Rights. The membership of FRIENDS OF THE LITTLE MIAMI STATE PARK, INC., an Ohio nonprofit corporation (the “FLMSP”), shall consist of the following categories: junior, individual, family, association, corporate, life and honorary (collectively the “Members”). Membership will be open to anyone who has an interest in supporting FLMSP. The fee for each membership class is to be determined by the Board. Except as set forth below, each Member will have one vote. The membership classes and associated membership fees are subject to modification by the Board of Directors as the Board of Directors deems advisable.
1. Junior. Individuals 15 years old or younger. No voting privileges.
 2. Individual. Open to any interested individual at least 16 years of age.
 3. Family. Open to any group of persons living together as a family. Family membership has a maximum of two votes per family.
 4. Association. Open to any group, club, or association desiring to support the Corporation. Association membership is limited to one vote per association.
 5. Corporate. Open to any business or firm interested in supporting the activities and ideas of the Corporation. Corporate membership is limited to one vote per corporation.
 6. Life. Open to individuals that have performed exceptional services supporting the Corporation or the Little Miami State Park. Election to this membership class is achieved by a majority vote of the Members present and entitled to vote at --Public Meetings.
 7. Honorary. Open to individuals who are officials of the Ohio State Park. No voting privileges.
- B. Membership Cards. The membership will be effective from January 1 through January 1 of the following year. Membership in FLMSP includes the following:
1. The knowledge that your membership is helping to maintain and improve the LMSP for future generations;
 2. Gratifying volunteer opportunities as a trail volunteer;
 3. Leadership opportunities through service on our Board of Directors;
 4. Invitations to Corporation-sponsored programs and events, including Public Meetings;
 5. The satisfaction of knowing that you are protecting the trail you use and enjoy;
 6. The camaraderie of others who share your interests and goals;

7. A year-long subscription to the Friend's e-mail newsletters and other e-mail communications.
- C. Annual Meeting. The Annual Meeting of the Members shall be held at the principal office of the Corporation, or at such other place within or outside the State of Ohio as may be specified in the notice required under Paragraph F of this Article during the months of April or May, at which time, individuals shall be elected to serve on the Board of Directors in the manner described below. Any other business may be transacted at the Annual Meeting without specific notice of such business being given, except such business as may require specific notice by law. Notwithstanding the above provisions, the Members may accelerate the date of the Annual Meeting or postpone the date of the Annual Meeting from the period fixed herein if the Members deem such action necessary or desirable. Any business transacted or elections held at any Annual Meeting which has been accelerated or postponed by the Members pursuant to the authority herein conferred shall be valid as if transacted or held at the regularly scheduled annual meeting.
- D. Public Meetings. Public meetings of the Members shall be held at the principal office of the Corporation, or at such other place within or outside the State of Ohio as may be specified in the notice required under Paragraph F of this Article. The Annual Meeting is the only regularly scheduled meeting, other meetings will be held as needed on dates as are selected by the Board of Directors.
- E. Special Meetings. Special Meetings of the Members may be called by (2) two officers of the FLMSF; (b) a majority of the members of the Board; or (c) a minimum of 10% of the Members entitled to vote on any matter.
- F. Notice. Notice of each Annual Meeting, Public Meeting, or Special Meeting of the Members shall be posted on FLMSF's website and shall be sent via email by either the President or the Secretary to each Member, not less than fourteen (14) days nor more than sixty (60) days before the meeting. The Notice shall include the place and time of the meeting and, in the case of a Special Meeting, the purpose therefore. A Member may request written notification of each meeting, in which case the Secretary shall mail/email such notice to the Member's address of record as provided herein. Any Member may, at any time, waive any notice required to be given under these Regulations.
- G. Quorum and Voting. The voting Members present at any meeting shall constitute a quorum. All acts, questions and business that may come before the meeting shall be determined

by a majority of votes cast by the Members present at such meeting and entitled to vote on the matter, unless the vote of a greater number is required under the Articles of Incorporation of the FLMSP, these Regulations or by law.

- H. Social/Activity Meetings. Social/activity meetings may be held at any time and for any purpose. There will be no official business conducted at these meetings, and these meetings are exempt from any notification requirements.

ARTICLE III OFFICERS

- A. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.
- B. President. The President shall preside over the Board of Directors' meetings. The President shall be an ex-officio member of all committees and shall represent the FLMSP staff meetings and as otherwise necessary. The President shall have the authority to sign checks in the absence of the Treasurer. The President appoint such committees as he or she deems necessary and may dissolve such committees.
- C. Vice President. The Vice President shall assume all duties of the President during his or her absence. The Vice President's responsibilities include serving on the membership committee and any other duties as assigned by the President or Board.
- D. Secretary. The Secretary shall keep a record of all meetings. The Secretary shall maintain all legal documents of FLMSP, including the Articles of Incorporation and these Regulations. The Secretary shall be responsible for meeting minutes, providing notice to those Members and Directors who request written notice for each meeting, and any other duties as assigned by the President or Board.
- E. Treasurer. The Treasurer shall have custody of and be responsible for all funds of the Corporation, keep books of accounts and records, make disbursements as authorized by the President or the Board, sign on bank accounts, present a financial report at the annual Membership meetings, board meetings, and at other times when requested by the Board, maintain records of registration fee payments, and file any necessary city, county, state and federal tax reports and returns. The Treasurer shall also receive all Membership dues and donations and shall serve as the chairperson of the finance committee.
- F. Additional Officers. The Board of Directors is authorized in its discretion to establish such other officers, assistant officers, and agents as it shall deem necessary from time to time and may dispense with any of said officers and agents at any time. Such additional officers and agents shall not serve as members of the Board of Directors by virtue of their appointment to such offices.

ARTICLE IV INDEMNIFICATION

The Corporation shall indemnify each of its officers and Directors, and each person employed

by the Corporation who serves at the direction of the Corporation as a Director, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, to the full extent permitted by Ohio law. The term “officer” as used in this Article shall include the President, the Vice President, the Treasurer and the Secretary and any other person who is specifically designated as an “officer” with the operation of this Article by action of the Board of Directors. The Corporation may indemnify assistant officers, employees, and others by action of the Board of Directors to the extent permitted by Ohio law.

ARTICLE V AMENDMENTS

Any proposal to amend these Regulations shall be made as follows:

- A. A written notification of a proposal to amend the Regulations shall be presented to the President at least one week before the next Public Meeting.
- B. The proposed amendment to the Regulations shall be presented to the Members at the next Public Meeting.
- C. The proposed amendment shall have two readings at separately scheduled Public Meetings before being put to a vote of the Members.
- D. An affirmative vote of two-thirds of the Members present at the Public Meeting and entitled to vote on the matter shall be required to adopt the proposed amendment.

ARTICLE VI DISSOLUTION

Upon dissolution of FLMSF, to the extent possible and in accordance with the FLMSF's Articles of Incorporation, the Board shall distribute all of the remaining assets of the Corporation to an organization exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code) which has a similar purpose to that of FLMSF, including the support of multi-use or bicycle trails in the southwest area of Ohio.