

**Friends of the Little Miami State Park  
TEAMS Online General Board Meeting 09-08-2021  
Meeting Minutes**

**Call to Order:** Steve Murphy

**Introduction of Board:**

|                  |                 |         |
|------------------|-----------------|---------|
| Steve Murphy     | President       | Present |
| Ron Gorley       | Vice President  | Absent  |
| Dick Feldmann    | Treasurer       | Present |
| Becky Retzer     | Secretary       | Present |
| 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 2021-08-11:** Becky Retzer

Becky moved to approve the minutes, Dick seconded. Approved

**Treasurer's Report:** Dick Feldmann

| <b>Cash on Hand:</b>      | <b>7/31/2021</b> | <b>8/31/2021</b> | <b>Change +/-</b> |
|---------------------------|------------------|------------------|-------------------|
| Unrestricted              | <b>\$70,857</b>  | <b>\$66,668</b>  | (4,189)           |
| Restricted                | <b>8,454</b>     | <b>8,273</b>     | (181)             |
| Safety                    | 737              | 737              |                   |
| Memorial bench & Kiosk*   | 7,717            | 7,536            |                   |
| Reserved                  | <b>2,063</b>     | <b>9,563</b>     | <b>+7,500</b>     |
| Pollinator garden program | 1,350            | 1,350            |                   |
| Corwin Shelter            | 713              | 8,213            |                   |
| Operating Account         | <b>21,403</b>    | <b>32,029</b>    | +10,626           |
| Savings Account           | <b>52,413</b>    | <b>52,418</b>    | +4                |
| Receivables               | 7,557            | 57               | (7,500)           |
| <b>Total</b>              | <b>\$81,374</b>  | <b>\$84,504</b>  | <b>+3,130</b>     |

\* 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.

Dick reported that he has not heard back from the gentleman who promised to fund Village of Corwin's portion of upgrade and installation expenses. Dick asked the Board to allow him to close out the accounting on the Corwin shelter. Dick recommended we delay the plaque for a while on the Shelter. Board did not object.

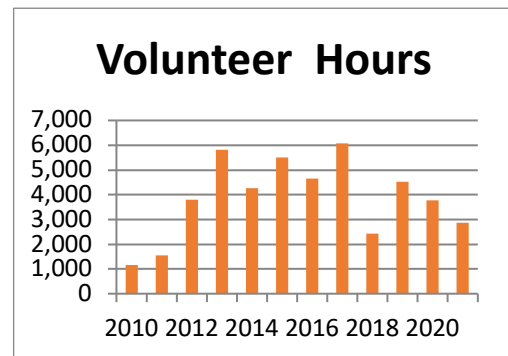
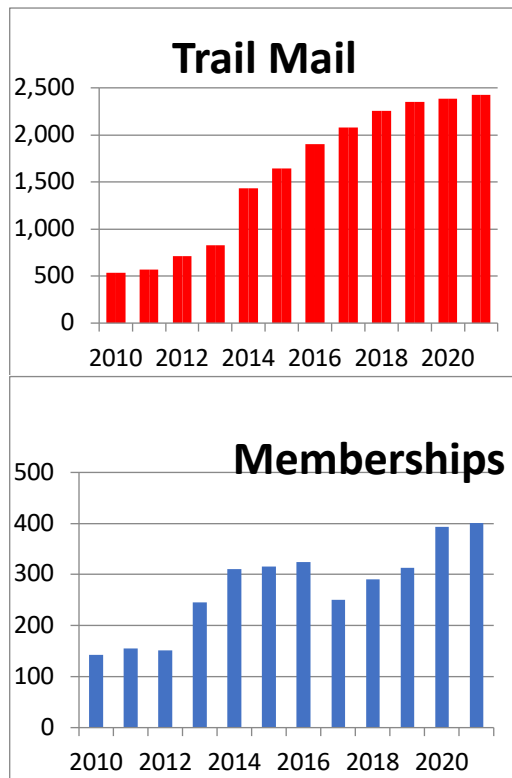
**Treasurer Narrative:** Dick Feldmann

- Financial Statements sent to board on September 3rd.
- Form 990 filed.
- Web hosting moved to GoDaddy from Network Solutions.
  - **We need to follow up with Rod to see if this has happened – Steve will follow up.**
- Major Income items - 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
  - Phil and Suzanne McHugh Charitable Fund - \$1000
  - Colorado Runner Magazine - \$500 (owned by a local man)
- Major Expense items approved and paid - August:
  - Ohio Attorney General - \$50 for Ohio Charitable Reg. Fee – February board meeting
  - Bruce Cortright/McCabe - \$718 for 2 Stihl FS91 Trimmers – August board meeting
  - Constant Contact - \$456 for 6-month subscription – August board meeting
  - Fermann Staun LLC - \$750 for Federal 990 and State filings – February board meeting
  - Green Umbrella membership - \$50 – August board meeting
- Expenses requiring board motion.
  - Advantage Self Storage - \$1700 – 1-year rental storage cache  
**Dick moved that we fund Advantage Self Storage for another year not to exceed 1700. Rick seconded. Approved**

**Metrics:** Steve Murphy

|                       | <u>07-31-2021</u> | <u>08-31-2021</u> | <u>+/-</u> |
|-----------------------|-------------------|-------------------|------------|
| Trail Mail:           | 2,419             | 2,422             | +3         |
| Memberships:          | 377               | 401               | +24        |
| Volunteer Hours:      | 2,685             | 2,861             | +338       |
| Facebook “Followers”: | 2,006             | 2,013             | +7         |
| Facebook “Likes”      | 1,863             | 1,866             | +3         |
| Twitter “Followers”:  | 61                | 61                | +0         |

- Membership email in September?  
**Board decided to send another invite in September and then again in December**



## STRATEGIC PLAN.

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

## 2021 PLANNING

- Annual Meeting.
  - 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.
  - Secure facility for Annual Meeting.

### Suggested sites:

Caesar Creek Army Corp – Melissa will get us a contact

### Local libraries

Based on past meetings, we need a room to support about 30 people.  
Meeting is announced by Janet sending out a constant contact notice.  
There was discussion that the annual meeting should be a formal presentation to the members and not a monthly board meeting.

#### Current Board members:

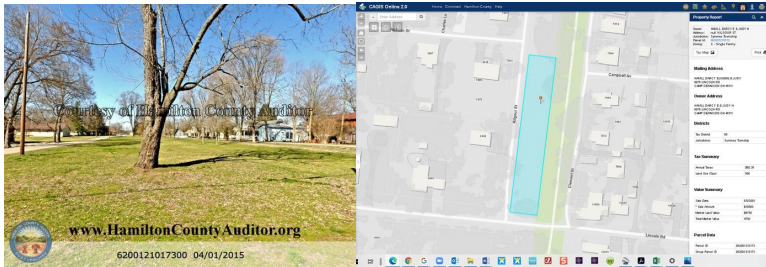
- Steve Murphy, President 2-year term 2019-2021  
Steve **WILL BE** standing for reelection at the 2021 Annual Meeting.
- Ron Gorley, Vice President 2-year term 2019-2021  
Ron **will NOT be** standing for reelection at the 2021 Annual Meeting.
- Dick Feldmann, Treasurer 2-year term 2019-2021  
Dick **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.**

- Janet is in Colorado providing care to her son who was hit by a car while riding his bike.
- ChainsawPersonnel\_YYYY-MM-DD.xlsx. Ron Gorley.
  - Ron has updated this spreadsheet to only include chainsaw personnel.
- Adopt-a-trail Section Volunteers. Ron Gorley.
  - Ron is currently in the process of updating this document.
- 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 12 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
  - Access to Cartridge Brewery from trail – Last month access was approved per Melissa.

#### **ODNR.**

- Bridges and Bridge Surfaces Pending
  - O'Bannon Creek Bridge. Funded.
- 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.

**At this point of time all real estate is at a pause because ODNR real estate person manager has left for another position within ODNR, per Melissa.**

### **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.

**Dick never heard back from A&A with quotes – they have made up something custom for us in the past. Dick has a solution he wants to try via the Library to make a stencil he could then cut out to use on the trail. Melissa would like to see it prior to getting it printed.**

- Loveland
- 126
- Milford
- Morrow
- Fosters
- Enforcement.
- Intersections.

**It was reported that the bollards on the trail in Loveland have broken off. It was suggested we contact Loveland administrator.**

- Ladders.
- Sight lines.
- Vertical signage.
  - Clermont



- Rectangular Rapid Flashing Beacons, ADA curb ramps, and crosswalk markings are be installed at these locations. The RRFBs are push button activated crossings with flashing beacons.
  - **Bruce said Don Mills had worked on this for several years. The above picture is an example. Yellow**

**flashing lights – cautionary. Branch Hill, New Guinea, Miamiville, Wards Corner Road.**

- **Bruce is working on our flashing stop signs at Ward Corner – ants got into the equipment. Bruce has ordered a new timer.**

- 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.
          - **Melissa would like to have a general area and prioritize a couple of areas (areas of new pavement to protect it). Trees can't be felled until November.**
      - 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

- Website. Janet Slater. Rod Martin
  - **Objectives of FLMSP 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 FLMSP: 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 FLMSP 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).

## **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 FLMSPP 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
    - FLMSPP 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, townships, counties
  - 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](http://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
    - Commercially available Elebase *Trail View*
      - <https://visit.highlinecanal.org/>
      - <https://calendly.com/elebase/30min>

**Dick has a new trail map put together – should be able to post to our site after a day’s testing and will send to Janet to put on website.**
  - Parcourse. Brad Frericks
 

**Brad asked if he could do a petition to see what the interest is. We get about a 50% open rate with our TrailMail. We will get our FLMSP flyer to Brad.**
  - 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. Becky Osinski Interested in having a large kiosk. Most likely a year or more down the road.**
  - Single-panel Kiosk.
    - Oregonia. Eagle Scout project for Pollinator Garden.
  - Bike racks. Ron Gorley
 

| Location     | # Bike Racks |
|--------------|--------------|
| Morrow       |              |
| Phegley Park | None         |
| Grandin      | None         |
  - Bicycle repair stations.
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.
 

**Becky reported a work session planned for 9/18 to rid Fosters of firebush and perform replanting. Asked if Bruce could manage the work session.**

4. FLMSP Administration.

- Succession. It is time to make this a priority.
- Funding, e.g. donations, memberships, grants.
- Counters. Ron Gorley.
- Events
  - Helmet event. Michael Shea
- Technology.
  - Website. Janet Slater. Rod Martin.
    - The “core” has been updated.
    - The content and “look and feel” is next.

6. Outreach.

- Outreach opportunities: Larry Bloomfield.
  - Do we want designation as National Recreational Trail? Larry Bloomfield  
**Melissa said that ODNR would have to write a letter of support since FLMSP does not own the trail. She will instigate with ODNR management. Application deadline is in November.**
  - Ales for Trails - would that work for FLMSP? Larry Bloomfield
  - **Debit cards for organization who people who are routinely buying supplies, materials.**

**Currently, there is a review process. Expense reports are received and reviewed by treasurer and then reviewed by one other Board member. Dick stated that there would have to be some type of review, expense report to classify. Rick recommended this same review process for any expenses paid with the credit card.**

**Dick will check with our bank to see what type of products.**

**Bruce had a plaque made for Bill Schwinn who has medical issues.**

**Bruce has a volunteer, Joe Wessel, who has a drone license and is offering his services. He also writes for Loveland Post.**

**Melissa – Kyle and Randy wanted to thank for assistance on Thursdays.**

**Trees in Camp Dennison have come down and Melissa has been in conversation in possibly replacing some of the trees. Also need to take down the trees in Morrow. Would need to plant larger stock trees. Spring planting both Camp Dennison and Morrow. In Morrow they want smaller street tree, flowering. Melissa is looking to FLMSP to support this effort.**

**Wayne (September 27th) & Washington Twp are running their extended arm berm mower. They need to have someone to go ahead of the mower to run ahead and behind for safety of trail users. Melissa is looking to FLMSP to support this effort.**

**O'Bannon creek bridge – a design build contract – should start in 2023.**

**Grandin Avenue Bridge – will require closures. Working with Warren County to work on timeline when construction will take place. Looking at re-routing some areas. Coming in 2022.**

**Fosters – Bruce reports there is leftover wood from projects, a pile of boards on south side and by kiosk. Melissa stated she would get that picked up.**

**Becky reported Rotary Club wants speakers. Steve indicated he can support and do the public speaking.**

- **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 October 13 6:30-8:30 PM.

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

Meeting adjourned – Rick seconded as well as Dick.

**BYLAWS 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 ByLaws.
- 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 ByLaws 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 ByLaws. 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 ByLaws shall be made as follows:

- A. A written notification of a proposal to amend the ByLaws shall be presented to the President at least one week before the next Public Meeting.
- B. The proposed amendment to the ByLaws 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.