



**National Recreation
and Park Association**

BYLAWS

As Approved October 31, 2011

NATIONAL RECREATION AND PARK ASSOCIATION BYLAWS

ARTICLE I MEMBERSHIP

Section 1 – Association Membership

The National Recreation and Park Association, Incorporated (hereinafter, the “National Association”) shall have three (3) classes of members, none of whom shall have any voting rights except as otherwise may be required by law or the National Association’s restated Certificate of Incorporation. These classes of members shall be designated as Professional, Student, Citizen. Dues schedules for each class of membership shall be determined from time to time by the Board of Directors.

- (a) Professional members – A professional member of the National Association is a park and recreation professional working in agencies or other environments, such as like minded non-profit organizations, universities, colleges, military base installations, consultants, and hospitals or health clinics.
- (b) Citizen members - A citizen member of the National Association is a citizen advocate, including those who serve on park and recreation boards or advisory councils; is elected or appointed such as commissioner, trustees, mayors, and town council members; and volunteers.
- (c) Student members - A student member of the National Association is a full or part-time student studying park and recreation curricula or related field; not simultaneously employed as a full-time professional in that field.

ARTICLE II

AFFILIATES AND OTHER DESIGNATIONS WITHIN THE NATIONAL ASSOCIATION

The Board of Directors of the National Association shall have the power to designate affiliate organizations. Affiliate designation may be granted to those having purposes and interests similar to the National Association and which meet such requirements as may be specified by the Board of Directors. A two-thirds (2/3) vote of the Board of Directors is required for such designation.

ARTICLE III

BOARD OF DIRECTORS

Section 1 – Number and Qualification of Directors

The National Association shall be governed by a twenty-one (21) at-large member Board of Directors. The Board shall be comprised of eighteen (18) at-large members (nine (9) Citizens and nine (9) professionals) elected by a majority of the Board of Directors and three (3) at-large (two (2) Citizen and one (1) professional) appointed Directors, appointed by the Executive Committee.

All Directors shall be members in good standing of the National Association during their term of office. No Director shall receive any compensation for serving on the Board of Directors or any committee thereof.

No individual may serve simultaneously on both the Board of Directors and the National Forum except the Past Chair of the Board of Directors who serves as Chair of the National Forum and the Chair-elect of the Board of Directors who serves as Vice-chair of the National Forum.

Elected professional positions on the Board of Directors must have Certified Park and Recreation Professional (CPRP), Certified Therapeutic Recreation Specialist (CTRS), other certifications or requisite experience the Nominating Board Development Committee deems appropriate. Certification should meet the following criteria: (1) testing is required; (2) continuing education is required for renewal; (3) certification area is relevant to the park and recreation field; and (4) certification is approved by the Nominating/Board Development Committee. This requirement applies to professional members currently working in or retired from the field. A person who once held a Professional position in the field of parks and recreation or membership in the Professional category of the NRPA would need to meet the following criteria to be considered for a Citizen position on the Board of Directors:

- (a) Has been neither employed nor self-employed in the field of parks and recreation, including consulting and association management for a period of three (3) years.
- (b) Has not been an NRPA member with primary affiliation in any category other than Citizen for three (3) years.
- (c) Has not maintained any affiliation with NRPA in a Professional capacity other than a secondary membership.
- (d) Has demonstrated continued commitment to parks and recreation in some volunteer capacity, i.e., member of a policy making or advisory board, volunteer coach, teacher, advocate, etc.

Every effort should be made to ensure representation of historically under-represented groups, such as women, and racial and ethnic minorities, on the Board of Directors and the Executive Committee.

Section 2 – Election and Term of Office

The Board of Directors is elected by the Board of Directors and will ratify election results at the Annual Meeting of the Board of Directors. Each term of office shall commence following the close of the Annual Meeting at which he or she is elected and shall continue for a term of three years. Service on the Board of Directors for both citizen and professional members is limited to two (2) consecutive three (3) year terms, with the exception of elected officers of the Association.

Section 3 – Attendance

If a member of the Board of Directors has had two (2) consecutive unexcused absences as determined by the Chair and Chair-elect of the Board of Directors, the Executive Committee shall vote on whether or not to declare the position vacant.

Section 4 – Vacancy

Any at-large vacancy on the Board of Directors occurring during a term of office may be filled for the remainder of the unexpired term by vote of a majority of the remaining Directors, from nominations submitted by the Nominating/Board Development Committee which identifies individuals to serve. A vacancy formerly occupied by a Professional Director shall be filled by a Professional member and a vacancy formerly occupied by a Citizen Director shall be filled by a Citizen member.

ARTICLE IV OFFICERS

Section 1 – Title and Qualifications

Officers of the Association shall be Chair of the Board of Directors, Chair-elect, Past Chair, alternating between citizen and professional, Secretary , and Treasurer . All officers must be Directors.

Section 2 – Election and Term of Office

The Board of Directors shall elect its own officers and ratify election results at the Annual Meeting of the Board of Directors. Each term of office shall commence following the close of the Annual Meeting at which he or she is elected and shall continue though the next Annual Meeting.

Section 3 – Resignations and Removals

Any officer may resign at any time by delivering a written letter of resignation to the Chair, in the case of the Chair it should be given to the Chair-elect of the Board. Removal of officers shall be by two-thirds (2/3) vote of the Board of Directors and may be with or without cause. Notice of intent to remove an officer shall be in writing and such notice mailed to all Directors at least ten (10) days prior to the meeting at which a vote is to be taken.

Section 4 – Vacancies

A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors from nominees submitted by the Nominating/Board Development Committee.

Section 5 – Chair of the Board

The Chair shall preside at all meetings of the Board of Directors and shall have the power to sign all contracts authorized generally or specifically by the Board of Directors. The Chair, in consultation with the Chair-elect, shall appoint members of all Director committees, except the Executive Committee, and may establish and appoint special committees, boards, councils, and task forces. The Chair shall keep the Board of Directors fully informed concerning affairs of the National Association and shall have such other powers and duties not inconsistent with the bylaws of the National Association, as assigned from time to time by the Board of Directors.

Section 6 – Chair-elect

In the absence of the Chair, the Chair-elect shall perform the duties of the Chair and shall have such other duties and powers not inconsistent with the bylaws, as assigned from time to time by the Board of Directors. The Chair-elect shall provide consultation to the Chair regarding appointment of members of all Director committees, with the exception of the Executive Committee. The Chair shall serve as Chair of the Executive Committee and the Chair-elect shall serve as Chair of the Strategic Planning Committee. The Chair-elect shall automatically assume the office of Chair at the completion of his or her term.

Section 7 – Past Chair

The Past Chair shall perform the annual installation of officers. The Past Chair shall serve as Chair of the Ambassadors, Co-chair of the Nominating/Board Development Committee, and Chair of the National Forum and perform other duties as assigned by the Board of Directors.

Section 8 – Secretary

The Secretary shall, at all meetings of the Board of Directors, declare a quorum and shall keep the minutes of all such meetings. The Secretary shall perform all duties customarily incident to the office

and shall perform all such other duties as assigned from time to time to him or her by the Board of Directors.

Section 9 – Treasurer

The Treasurer shall have oversight of all funds and securities of the National Association, shall cause full and accurate accounts to be kept, shall render a statement of accounts when required by the Board of Directors, and shall advise the Board of Directors on financial matters as requested. The Treasurer shall serve as Chair of the Finance Committee.

ARTICLE V COMMITTEES

Section 1 – Executive Committee

The Executive Committee shall consist of five (5) Directors. The members of the Executive Committee shall include the Chair of the Board of Directors, the Chair-elect, (who serves as Chair of the Executive Committee), Past Chair, the Secretary and the Treasurer. Every effort should be made to ensure representation of historically under-represented groups, such as women, and racial and ethnic minorities, on the Board of Directors and the Executive Committee.

The Executive Committee shall meet at the call of its Chair or at the request of the simple majority of its members. Notice of the time, place, and purpose of such meeting shall be given to each member not less than two (2) weeks prior to the date of such meeting. Written minutes shall be kept of all Executive Committee meetings.

The Executive Committee shall have all the authority of the Board of Directors, except for the following matters which are reserved to the full Board of Directors:

- (a) Submission of action requiring Board of Directors approval under the Not-for-Profit Corporation Law of New York (the “not-for-profit corporation law”);
- (b) Filling of vacancies on the Executive Committee or Board of Directors other than those appointments delegated to the Executive Committee;
- (c) Amendment or repeal of the bylaws; or
- (d) Amendment or repeal of any resolution of the Board of Directors.

The Executive Committee shall be responsible for annual review of Association personnel policies and any recommendations for change, and shall perform an annual review and report on the President and Chief Executive Officer’s performance.

Section 2 – Nominating/Board Development Committee

The Nominating/Board Development Committee shall be responsible for identifying, recruiting, nominating, and assisting in orientation of Directors. The committee and the staff liaison shall administer the election process.

The Nominating/Board Development Committee shall consist of six (6) voting members and the NRPA President and CEO who shall serve ex-officio. The committee shall be composed of:

- (a) chair of the Committee (NRPA Past-Chair)
- (b) 5 at-large members in addition to the committee chair
 - i. 3 members from the Board appointed by the Chair
 - ii. 2 members not currently on the Board appointed by the Chair
- (c) NRPA President and Chief Executive Officer who will serve ex-officio (non-voting)

Appointments are for one (1) year. All members of the Nominating/Board Development Committee must be members of the Association in good standing. At least ten (10) days prior to the respective Annual Meeting, the Nominating/Board Development Committee shall:

- (1) Submit names of nominees elected to the Board of Directors, equal to approximately one-third (1/3) of the designated number of Director seats; and
- (2) Submit name of nominees elected as officers.

All nominations and elections will be in accordance with procedures set forth by the Nominating/Board Development Committee and approved by the Board of Directors.

Section 3 – Finance Committee

The Finance Committee is appointed by the Chair in consultation with the Chair-elect. The Treasurer shall serve as Chair of the committee. The Finance Committee shall prepare the annual budget of the National Association for approval by the Board of Directors, shall receive and examine all audit reports, and shall report to the Board of Directors on such reports.

Section 4- Governance Committee

The Board Governance committee shall advise the Board on the smooth and effective functioning of the Board. The committee is responsible for reviewing and making recommendations to the Board on matters of governance and Board composition.

Duties of the Committee will include:

1. Working with the Nominating and Board Development Committee to identify potential candidates for the Board.
2. Identifying criteria based on missing or desired skill sets and the Board self-assessment instrument administered annually.
3. Reviewing the bylaws annually and offering recommended changes for Board approval.
4. Reviewing the Board committee structure every two years and making recommendations for Board approval.
5. Making suggestions for annual Board orientation and retreat topics.

The committee shall be made up of five Board members. The Chair of the Board shall appoint the chair of the Governance Committee. The President and Chief Executive Officer shall sit as a non-voting ex-officio member of the committee.

The committee may create subcommittees to assist with specific tasks. Subcommittees may include non-Board members.

The committee will meet no fewer times than quarterly and on an as-needed basis as determined by the committee chair.

Section 5 – Other Committees

Other committees, boards, councils, and task forces may be established and appointed by the Chair of the board in consultation with the Chair-elect and may include Directors, officers, or National Association members or any combination thereof.

Section 6 – Removal, Resignation, or Replacement of Committee Members

Provisions for removal, resignation, or replacement of committee members shall be the same as for removal, resignation, or replacement of any member of the Board of Directors.

ARTICLE VI MEETINGS, VOTING AND QUORUM REQUIREMENTS

Section 1 – Annual Meeting

The Annual Meeting of the Board of Directors shall be held at the time and place of the National Association's Congress for Recreation and Parks, or in any year in which such Congress is not held at such other time and place determined by the Board of Directors. Notice of the time and place of the Annual Meeting shall be given not less than thirty (30) days prior to such meeting date.

Section 2 – Other Meetings of the Board of Directors

Other meetings of the Board of Directors may be called at a time and place approved by the board or its Executive Committee. Written notice of the time and place of such meetings shall be given not less than thirty (30) days prior to the date set for such meeting.

Special meetings may also be called by the Chair of the Board of Directors or a majority of currently seated Directors requesting such a meeting. Such special meetings shall be held only for the sole purpose or purposes specified in the notice of such meeting. Notice of time and place of special meetings of the Board of Directors shall be given not less than ten (10) days prior to the date set for such meeting.

Section 3 – Quorum

A quorum for purposes of transacting business for the Board of Directors, National Forum and committees shall be one third (1/3) of the number of members. In the absence of a quorum, the chair may adjourn the meeting until a quorum is obtained.

Section 4 – Organization

The Chair of the Board of Directors, or in his or her absence the Chair-elect, shall preside over all meetings of the Board of Directors. In the absence of the Chair and Chair-elect, the Past Chair shall preside. If all such officers are absent, a temporary Chair may be chosen by the Board of Directors.

Section 5 – Voting

At any meeting of the Board of Directors, each Director present in person shall be entitled to cast one vote on any and all matters which shall come before such meeting.

Section 6 – Annual Reports

All reports required under Section 519 of the Not-for-Profit Corporation Law or other applicable statutes must be presented at the Annual Meeting of the Board of Directors.

ARTICLE VII
ADMINISTRATION

Section 1 – President and Chief Executive Officer

The Board of Directors shall retain a full- time chief administrative official, the President and Chief Executive Officer, who shall serve at the pleasure of the board and report to the board Chair. The President and Chief Executive Officer shall have responsibility for and control of administrative staff of the National Association, including the hiring and dismissal of staff, subject to any controls as may be determined by the Board of Directors, and shall have such other powers and duties as may be assigned from time to time by the Board of Directors. The President and Chief Executive Officer is the chief staff executive. He or she shall initiate and participate in the formation of new policies and make decisions within existing policies approved by the Board of Directors, assure that organizational objectives are attained and member needs addressed, and provide management and leadership to complement constructive growth and functioning of the National Association.

Subject to any restrictions the Board of Directors might from time to time impose, the President and Chief Executive Officer shall have the authority to enter into any contract or execute and deliver any instrument involving the name of and on behalf of the National Association as outlined by the Executive Committee.

Section 2 – President and Chief Executive Officer’s Contract and Evaluation

The National Association shall enter into an employment contract with the President and Chief Executive Officer, for a period of time determined by the Board of Directors. The Executive Committee shall review, evaluate, and assess in writing the President and Chief Executive Officer’s performance at least once a year and shall report thereon to the Board of Directors

Section 3 – Financial Standards

The National Association shall adhere to generally accepted standards of financial management; including the bonding of personnel handling funds. The National Association’s accounts shall be audited annually by an independent certified public accountant appointed from time to time by the Board of Directors, whose examination shall be made in accordance with generally accepted auditing standards.

ARTICLE VIII
NATIONAL FORUM

The National Forum provides all NRPA members with an opportunity to bring local, state, and regional issues to the attention of the Board of Directors.

ARTICLE IX
CREDENTIAL BOARDS

The National Association shall have the authority to establish such boards of registration, certification, accreditation, and credentials as it deems necessary.

ARTICLE X
NON-DISCRIMINATION

The National Association and its branches and affiliates shall not discriminate on the basis of race, disability, religion, color, national origin, age, gender, covered veterans status, marital status, personal appearance, sexual orientation, family responsibilities, political affiliation, source of income, place of business or residence, pregnancy, childbirth, or any other unlawful basis. This policy is in compliance with Title VII of the Civil Rights Act, the Americans with Disabilities Act, and the Age Discrimination in Employment Act.

ARTICLE XI
CONFLICT OF INTEREST

A conflict of interest may exist when the interests or concerns of any Director, officer, staff member, or said person's immediate family or any party, group, or organization to which said person has allegiance may be seen as competing with the interests or concerns of this organization.

Any possible conflict of interest shall be disclosed to the chairman of the meeting by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested party shall not participate in discussion nor vote on the matter and the abstinence noted for the record.

When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its Executive Committee, excluding the person who may have a conflict of interest.

ARTICLE XII
NOTICES, MEETING PLACES, OFFICES

All notices required in the bylaws of the National Association or applicable state or federal statutes shall be in writing and shall be delivered at least ten (10) days prior to any member meeting to persons entitled to receive the same at their addresses as appearing on the books of the National Association. Notice may be waived, either before or after the meeting for which it is required, by any person entitled to receive the same.

Meetings may be held at such location as determined by the Board of Directors.

The National Association shall have power to have one or more offices and to keep such books of the National Association at such places as shall from time to time be designated by the Board of Directors.

ARTICLE XIII
INDEMNIFICATION AND INSURANCE

Section 1 – Indemnification

The National Association shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the National Association to procure a judgment in its favor, including an action by or in the right of any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the National Association served in any capacity at the request of the National Association, by reason of the fact that such person, his or her testator or intestate, was a Director or officer of the National Association, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, in the manner and to the full extent allowed by the "not-for-profit corporation law." The National Association may, in the manner and to the full extent allowed by the "not-for-profit corporation law," indemnify any person made, or threatened to be made, a party to an action by or in the right of the National Association to procure a judgment in its favor by reason of the fact that he or she, his or her testator or intestate, is or was a Director or officer of the National Association, or is or was serving at the request of the National Association as a Director or officer of any other corporation of any type or kind, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein.

Section 2 – Insurance

To the extent permitted by the "not-for-profit corporation law," the National Association is authorized to purchase and maintain insurance:

- (a) To indemnify the National Association for any obligation which it incurs as a result of indemnification of Directors, officers, employees, and agents;
- (b) To indemnify Directors, officers, employees, and agents in instances in which they may be indemnified by the National Association;
- (c) To indemnify Directors, officers, employees, and agents in instances in which they may not otherwise be indemnified by the National Association, provided in such case that the contract of insurance provides, in a manner acceptable to the superintendent of insurance of the state of New York, for a retention amount and for co-insurance.

ARTICLE XIV
EXPULSION FROM MEMBERSHIP

The Board of Directors may, with cause, expel any individual from membership in the National Association by a majority vote of the Board of Directors. Such individual shall be given at least ten (10) days notice of such proposed action, including the cause therefore and an opportunity to be heard. Any branch, section, society, or affiliate may be expelled from membership in the National

Association, with cause, by a majority vote of the Board of Directors. Such component shall be given at least thirty (30) days notice of such proposed action, including the cause therefore and an opportunity to be heard. Expulsion of any branch, section, or affiliate shall not affect the status of individual National Association members.

ARTICLE XV
AMENDMENTS AND DISSOLUTION

Either a proposed amendment to the bylaws of the National Association or the dissolution of the National Association shall require written notice to all Directors at least thirty (30) days prior to the meeting at which such action is to be considered. Either action shall require a two-thirds (2/3) vote of all of the members of the Board of Directors then in office. Any such amendments or dissolution shall become effective immediately unless otherwise determined by the Board of Directors.

ARTICLE XVI
RULES OF PROCEDURE

At all meetings of the Board of Directors and Director committees, all matters shall be decided by a majority vote of those present and voting, provided that a quorum is present and unless otherwise provided in these bylaws.

Robert's Rules of Order in its latest version shall govern the deliberations of all boards and committees when not inconsistent with these bylaws.