



**National Recreation
and Park Association**

BYLAWS

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 four (4) 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 and Special Advisory Board members. 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 member who meets the Professional requirements of a Professional branch or section.
- (b) Student members – A Student member of the National Association is a member who is a full or part-time student pursuing a degree in parks, recreation, conservation, or related matters, and is not simultaneously employed full-time as a professional in that field.
- (c) Citizen members – A Citizen member of the National Association is neither a Professional in the field nor a student member.
- (d) Special Advisory Board members – Persons who have an interest in park and recreation services and environmental, conservation, and natural resource management who are not eligible for Professional or Student membership and who are deserving of special recognition. Special Advisory Board members shall be appointed by and serve at the pleasure of the Board of Directors and hold honorary membership in the National Association.

ARTICLE II BRANCHES AND SECTIONS

The National Association shall have the power to establish Professional and Citizen branches and sections to represent specialized areas in the park and recreation field. Branches and sections shall be established by means of a charter agreement between the National Association and each branch or section, as determined by the Board of Directors. Branches and sections are not independently incorporated but rather function as divisions of the National Association in compliance with its bylaws and policies.

Each branch and section established by the National Association shall have its own governing board and shall have the following characteristics, powers and duties:

- (a) Each branch and section shall represent a truly specialized or unique interest area in the fields of recreation, parks, and related conservation matters or education.
- (b) Each branch and section shall govern its membership criteria, qualifications, and power to vote on branch or section matters and shall set forth the same in its charter agreement with the National Association.
- (c) Activities of the branch or section may not duplicate nor conflict with the overall goals and functions of the National Association
- (d) Branches and sections shall indicate their status with the National Association on all letterheads, literature, and legal documents in accordance with the approved National Recreation and Park Association style guide.

- (e) Financing for each branch and section shall be approved by the Board of Directors after review by its Finance Committee. Each branch and section shall annually prepare its proposed work programs, budget request, and supporting documents in accordance with National Association budget procedures.
- (f) The charter and standard bylaws of branches and sections shall be approved by the Board of Directors of the National Association, consistent with the Association's articles of incorporation, bylaws, and applicable state, provincial, and federal statutes. Changes to the standard branch, section, and regional council bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors present at a meeting of the Board of Directors, after review and recommendations have been completed by the Bylaws Committee.
- (g) Proposed charters and standard bylaws for branches, sections, and regional councils, shall be reviewed for comment by existing branches, regional councils, the National Association Bylaws Committee, and the Board of Directors.
- (h) All new interest groups seeking to join NRPA must be subsumed into the existing NRPA organizational structure.
- (i) Each branch/section shall develop, maintain, and conform to a manual of procedures to govern its operating procedures.

ARTICLE III

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.

An organization may seek affiliation by a petition signed by at least one-half (1/2) of its voting members thereof presented to the Board of Directors at least fifty (50) days prior to any Board of Directors meeting. The petition must be accompanied by the following documents, certified by an appropriate officer of the organization:

- (a) A copy of the organization's governing documents, including certificate of incorporation, constitution and bylaws (if any);
- (b) A complete list of officers and members;
- (c) A copy of the minutes of the meeting, or such other procedures conducted in accordance with the organization's rules, by which members of the organization express their desire to seek affiliation; and
- (d) Such other information as may be requested by the Board of Directors.

Each affiliate shall have the right to fix the criteria, qualifications, and voting rights of its members. The National Association shall have no control over the financial affairs of any affiliate and no affiliate shall have any control of the financial affairs of the National Association. Each affiliate will include as part of its name the phrase "an affiliate of the National Recreation and Park Association" and affiliate dues and procedures for payment shall be set by the National Association. The National Association shall have no legal responsibility for actions of any affiliate organization.

The National Association may from time to time designate societies or other special affiliations and establish criteria for representation of such entities.

ARTICLE IV REGIONAL COUNCILS

Section 1 – General

The Board of Directors shall establish eight (8) geographic regions within the National Association's territory of operations and a regional council for each, with representation on the Board of Directors. Regions are not independently incorporated but rather function as divisions of the National Association in compliance with its bylaws and policies. Each region shall develop, maintain, and conform to a manual of procedures to govern its operating procedures.

Each regional council shall prepare an annual proposed work program, budget request, and supporting documents in accordance with the National Association's budget procedures. Financing for each regional council shall be approved by the Board of Directors and all financial transactions shall take place through the central fiscal reporting system of the National Association.

Section 2 – Membership

- (a) Each regional council shall be composed of members from branches, sections, affiliates representing a state or Canadian province or parts or combinations thereof, and such national or international affiliates as shall be designated for regional council membership by the Board of Directors. In addition, there shall be three (3) at-large members who shall be officers of the regional council and shall be elected as provided in the council's manual of procedures. All regional council members must be National Association members and will serve a term of three (3) years except for the representative of the student branch who shall serve a one (1) year term. To the extent possible, terms of one-third (1/3) of the members of each regional council shall be elected/selected each year.
- (b) Each state affiliate shall have its President or designee as a member of the regional council to which such affiliate is assigned. In addition, each such affiliate that has at least twenty-five (25) National Association members as of January 1 of each year (not including Student members) may elect/select a Professional and a Citizen to be members of the regional council. Furthermore, each such affiliate having more than one hundred (100) National Association members as of January 1 of each year (not including Student members) shall be entitled to elect/select one additional regional council member for each one hundred (100) such National Association members in excess of the first one hundred (100). Membership numbers are rounded down to the nearest hundred (X00) if the fraction of the hundred is forty nine (49) or less. The membership number is rounded up to the nearest hundred (X00) if the fraction of the hundred is fifty (50) or more. Each regional council member (other than the President of such affiliate) entitled to be elected/selected by such affiliate, shall be elected/selected by the affiliate members who are also National Association members (not including Student members) who reside in the geographical region represented by such affiliate. Each national affiliate so designated by the Board of Directors shall be entitled to elect/select one member to each regional council in which its members reside.
- (c) Each branch and section may elect/select one (1) member to each regional council provided that the branch or section has at least twenty-five (25) of its members residing in that region.
- (d) Members of the Council of State Executive Directors shall be ex-officio and non-voting members of their respective regional council.

- (e) In the event that two (2) or more affiliates represent the same state or province or when any electoral or jurisdictional question arises, the appropriate regional council shall have full and complete power to settle and decide such questions and its determination shall be final and binding.

Section 3 – Regional Council Officers

The officers of each regional council shall be Chair, Chair-elect, and such other officers as each regional council shall designate. All officers must be regional council members and shall be elected and serve as provided in the council’s manual of procedures.

Section 4 – Regional Council Meetings

Each regional council shall determine the time and place of its meeting and shall meet at least two (2) times a year. Notice of any meeting shall be given to each regional council member at least thirty (30) days prior thereto.

ARTICLE V 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 President of the Board of Directors who serves as Chair of the National Forum and the Vice-chair 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) or other certifications which 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 – Life Directors

The Board of Directors may from time to time designate life Directors, who shall serve as non-voting ex-officio members and shall not be included in determining a quorum.

Section 3 – Attendance

If a member of the Board of Directors has had two (2) consecutive unexcused absences as determined by the President and Chair 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 VI OFFICERS

Section 1 – Title and Qualifications

Officers of the Association shall be Chair of the Board of Directors (Citizen member), President (Professional member), Vice-chair (Citizen member), President-elect (Professional member), Past President (Professional member), Secretary (Citizen member), and Treasurer (Citizen member). 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 through 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 President, in the case of the President it should be given to the Chair 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 President, 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 – Vice-chair

The Vice-chair shall have such powers and duties as may be assigned by the Board of Directors and in the absence of the Chair shall preside at meetings of the Board of Directors. This position will also be the Vice-chair of the National Forum.

Section 7 – President

Except as noted in Section 6, in the absence of the Chair, the President 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 President shall provide consultation to the Chair regarding appointment of members of all Director committees, with the exception of the Executive Committee. The President shall serve as Chair of the Executive Committee.

Section 8 – President-elect

In the absence of the President, the President-elect shall perform the duties of the President and shall have those powers and duties assigned from time to time by the Board of Directors. The President-elect shall serve as Chair of the Strategic Planning Committee. The President-elect shall automatically assume the office of President at the completion of his or her term.

Section 9 – Past President

The Past President shall perform the annual installation of officers. The Past President 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 10 – 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 11 – 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 VII COMMITTEES

Section 1 – Executive Committee

The Executive Committee shall consist of seven (7) Directors; four (4) Citizens and three (3) Professionals. The members of the Executive Committee shall include the Chair of the Board of Directors (Citizen), the President (professional who serves as Chair of the Executive Committee), Vice-chair (Citizen), President-elect (professional), the Secretary (Citizen), the Treasurer (Citizen) and the immediate Past President (professional). 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 six (6) 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 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 nine (9) members. The committee shall be composed as follows:

- (a) Co-chairs: NRPA Past President and a citizen co-chair appointed by the Chair-elect and the President-elect. Appointee may or may not be a member of the BOD.
- (b) Seven (7) at-large members.
- (c) Four (4) [two (2) Citizens and two (2) Professionals] elected by the National Forum (need not be a member of the Forum).
- (d) At least one (1) from the Board of Directors (in addition to the co-chairs) appointed by the Chair-elect and President-elect.
- (e) One (1) at-large member, not from the Board of Directors or the Forum, recommended by the Chair-elect and President-elect to the Board of Directors for approval.
- (f) One (1) at-large member recommended by the Nominating/Board Development Committee to the Board of Directors for approval.

Appointments and elections are for one (1) year and may be re-appointed or re-elected with a consecutive three (3) year maximum. Members must be reflective of the NRPA membership and diversity. At least three (3) members of the committee should carry over to the following year for continuity. All members of the Nominating/Board Development Committee must be members of the Association in good standing. Those elected to the Nominating/Board Development Committee must have sufficient time left in office to serve through the work of the Committee. The members of the Nominating/Board Development Committee shall be in place by the end of the Annual Meeting. The members of the Nominating/Board Development Committee shall be announced to the membership before or immediately following the Annual Meeting of the Board of Directors. The term of the Nominating/Board Development Committee shall be from the close of the Annual Meeting of the Board of Directors at Congress co-incident with which it was announced, through the end of the next Annual Meeting of the Board of Directors at Congress the following year. 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 and members of the Executive Committee.

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 President and shall consist of seven (7) members including the Treasurer who 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 – Bylaws Committee

The Bylaws Committee shall consist of ten (10) members who shall be responsible for reviewing proposed bylaws and amendments received from appropriate committees, and submitting recommendations to the Board of Directors. Charters and the standard bylaws of branches, sections and regional councils, and amendments thereto, submitted for Board of Director approval, shall be reviewed by this committee.

Section 5 – Strategic Planning Committee

The Strategic Planning Committee shall consist of eleven (11) members selected by the Chair and President-elect of the Board of Directors, and will be chaired by the NRPA President-elect. Committee members will include the NRPA Vice-chair, current President, and Immediate Past President, and seven (7) at-large NRPA members with the objective of achieving diversity reflecting the membership. The NRPA Chief Executive Officer will serve as staff liaison and the current NRPA Chair will serve as a non-voting, ex-officio member.

Section 6 – Other Committees

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

Section 7 – 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 VIII
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 Vice-chair, shall preside over all meetings of the Board of Directors. In the absence of the Chair and Vice-chair, the President shall preside; in the additional absence of the President, the President-elect 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 IX
ADMINISTRATION

Section 1 – Chief Executive Officer

The Board of Directors shall retain a full- time chief administrative official, the Chief Executive Officer, who shall serve at the pleasure of the board and report to the board Chair. The 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 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 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 – Chief Executive Officer’s Contract and Evaluation

The National Association shall enter into an employment contract with the 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 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 X NATIONAL FORUM

Section 1 – Purpose

The National Forum is an advisory body and shall further the purposes of the National Association, provide grass- roots leadership opportunities, bring state and regional issues to a national focus group, and handle programmatic issues of the Association in the following manner:

- (a) Provide an orderly process by which branches, sections, national affiliates, and regional councils may channel issues and concerns.
- (b) Present resolutions and other appropriate action on matters related to National Association branches, sections, national affiliates, and regional councils.
- (c) Provide coordination, liaison, exchange of information, and interrelationship among the branches, sections, regional councils, national affiliates, and other components of the National Association.

Section 2 – Membership

The National Forum shall be comprised of the following delegates:

- (a) One (1) Professional representative and one (1) Citizen representative from each of the regional councils, elected/selected by each council.
- (b) Two (2) representatives from each of the branches, elected/selected by each branch.
- (c) One (1) representative from each of the sections, elected/selected by each section.
- (d) One (1) representative from each of the national affiliates, with the exception of two (2) representatives from the Ethnic Minority Society, elected/selected by each national affiliate.

- (e) One (1) Citizen and one (1) Professional, both of diversity, elected at-large by the delegates of the National Forum.
- (f) Past President of the Board of Directors.
- (g) Vice-chair of the Board of Directors.

A person, who once held a Professional position in the field of parks and recreation or membership in the Professional category of the National Association, would need to meet the following criteria to be considered for a Citizen position on the National Forum:

- (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 a National Association member with primary affiliation in any category other than Citizen for three (3) years.
- (c) Has not maintained any affiliation with the National Association 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.

National Forum delegates shall be members in good standing of the National Association during their term of office.

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

The immediate Past President of the Board of Directors shall Chair the National Forum; the Vice-chair of the Board of Directors shall be the Vice-chair of the National Forum. The President of the Board of Directors shall be an ex-officio, non-voting delegate of the National Forum.

Section 3 – Terms of Office

With the exception of its Chair and Vice-chair, delegates of the National Forum shall serve no more than two (2) consecutive three (3) year terms, commencing at the conclusion of the Annual Congress for recreation and parks. Approximately one-third (1/3) of the delegates of the National Forum shall be elected/selected annually.

Section 4 – Vacancies

Vacancies shall be filled by the respective branch, region, section, affiliate, or council.

Section 5 – Committees

The National Forum will provide oversight to committees assigned to it by the Board of Directors. Committee structure and process are defined in a manual of procedures.

Section 6 – Attendance

If a member of the National Forum has had two (2) consecutive unexcused absences as determined by the Chair and Vice Chair of the National Forum, the Chair and Vice Chair of the National Forum shall determine whether or not to declare the position vacant.

ARTICLE XI
CREDENTIAL BOARDS

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

ARTICLE XII
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 XIII
AWARDS, INCENTIVES, RECOGNITIONS

Section 1 – General

The National Association may present such national awards, incentives, and recognitions as may be approved by the Board of Directors. All such awards shall be made in the name of the National Association.

Section 2 – Branches, Sections and Regional Councils

All branches, sections, and regional councils may grant awards and recognitions consistent with their purpose and not duplicative of, nor in conflict with, National Association awards.

Criteria for each award shall be published annually.

ARTICLE XIV
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 Board of Directors 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 XV
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 personally or by mail 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 XVI
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 XVII
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 XIII
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 XIX
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.

Presented to the Board of Trustees at the Spring 2003 Meeting
Adopted by the Board of Trustees June 2003
Ratified October 2003
Amended October 2004
Amended May 2006
Amended October 2006
Amended April 2007
Amended September 2007
Amended May 2008
Amended October 2008