



**NRPA** National Recreation  
and Park Association

# **BYLAWS**

**Amended and Approved as of**

**October 20, 2020**

**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, Advocate.

- a) Professional members: A professional member of the National Association is an individual who is employed by or retired from a government agency operating parks and recreation assets and programs at the local, state or national level.
- b) Advocate members: An advocate member of the National Association is an individual who supports, contributes to, and advocates for the field of park and recreation, but is not someone who is in the "Professional" category. These individuals include but are not limited to volunteers; planners and developers; architects; landscape architects; public health and health care workers and providers; and working or retired professionals from like-minded non-profit organizations and other environments; and elected or appointed officials.
- 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 Board of Directors consisting of a number of members between fifteen (15) and thirty (30), or such other number as shall be decided by the entire Board from time to time as long as such number is not less than three (3). No decrease shall shorten the term of any incumbent Director. The Board of Directors must be comprised of at least 50 percent advocate members. The Chair of the Board of Directors has the authority to appoint two (2) members of the Board of Directors, whom are included within the range determined above. The remainder of the Board of Directors shall be comprised of at-large members elected by a majority of the Board of Directors.

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.

Once elected to the Board of Directors, individuals shall keep their original designation (professional or advocate) through the entirety of their tenure on the Board, including any subsequent terms, despite any change in title or occupation.

Every effort should be made to ensure representation of historically under-represented groups, such as women, racial and ethnic minorities, and other groups identified by the Board of Directors and the Governance 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 advocate and professional members is limited to two (2) consecutive three (3) year terms for a maximum tenure of six (6) years, with the exception of elected officers of the Association, who may extend their Board term for purposes of satisfying one (1) term as an elected officer. Appointees to the Board by the Chair serve a two (2) year term and are limited to only one (1) consecutive three (3) year term for a total tenure of five (5) years.

#### 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 or Past Chair of the Board of Directors, the Executive Committee shall vote on whether 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. A vacancy formerly occupied by a Professional Director shall be filled by a Professional member and a vacancy formerly occupied by an Advocate Director shall be filled by an Advocate member.

#### Section 5 – Removal

Any Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors at a meeting of the Board called for that purpose. Notice of intent to remove a Director shall be in writing and such notice sent to all Directors at least ten (10) days prior to the meeting at which a vote is to be taken.

## **ARTICLE IV OFFICERS**

#### Section 1 – Title and Qualifications

Officers of the Association shall be Chair of the Board of Directors, Chair-elect, Past Chair, Secretary, and Treasurer. All officers must be Directors. The position of Past Chair and the Chair-elect shall alternate one-year terms with the Chair-elect serving in the 2<sup>nd</sup> year and the Past Chair serving in the Chair's first year. There will be no Chair-elect in the Chair's first year and there is no Past Chair in the Chair's second year.

#### 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. Officers terms are limited to one year and the Chair term to (2) two years, commencing at the close of the Annual Meeting at which he or she is elected and continue until the end of 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 or Past 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 sent 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.

#### Section 5 – Chair of the Board

The Chair shall preside at all meetings of the Board of Directors and shall share with the President and Chief Executive Officer the power to sign all contracts authorized generally or specifically by the Board of Directors. The Chair, in consultation with the Chair-elect or Past Chair and the NRPA President and Chief Executive Officer, 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. No employee of the National Association shall serve as Chair of the Board or hold any other title with similar responsibilities.

#### 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. The Chair-elect shall automatically assume the office of Chair at the completion of his or her term.

#### Section 7 – Past Chair

In the absence of the Chair, the Past Chair 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 Past Chair shall provide consultation to the Chair regarding appointment of members of all Director committees, with the exception of the Executive Committee.

#### 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 the financial condition of the National Association at every Board meeting. The Treasurer shall serve as Chair of the Finance Committee.

### **ARTICLE V COMMITTEES**

#### Section 1 – Authority

The Board of Directors authorizes the committees set forth herein and may authorize one or more other standing or special committees of the Board by resolution adopted by a majority of the entire Board, each consisting of three (3) or more Directors, for such purposes and with such powers as the Board of Directors may provide, except as otherwise restricted by law, the Certificate of Incorporation, or these Bylaws. Each committee shall have such duties and responsibilities as are granted to it by these Bylaws or as provided for by resolution or in any policies and procedures adopted by the Board of Directors.

#### Section 2 – Executive Committee

The Executive Committee shall consist of the elected Officers of the National Association. The Chair will appoint two (2) at-large Directors to the Executive Committee. Appointments to the Executive Committee by the Chair are for a one (1) year term. The Executive Committee shall have all the authority of the Board of Directors, except as otherwise restricted by law, the Certificate of Incorporation, or these Bylaws. The Executive Committee shall keep regular minutes of its meetings and shall provide reports on its conclusions, recommendations, and actions to the Board of Directors on a regular basis.

#### Section 3 – Finance Committee

The Finance Committee shall oversee the financial affairs of the National Association, and the adoption, implementation of, and compliance with the Conflict of Interest and Whistleblower Policies. This committee will have such other duties and responsibilities as are granted to it by these Bylaws or as provided for in the policies and procedures adopted by the Board of Directors.

#### Section 4- Governance Committee

The Governance Committee shall advise the Board on the smooth and effective functioning of the Board. The committee is responsible for presenting board candidates to the Board for their approval, as well as reviewing and making recommendations to the Board on matters of governance and Board composition and shall have such other duties and responsibilities as are granted to it by these Bylaws or as provided for in the policies and procedures adopted by the Board of Directors.

#### Section 5 – Fund Development Committee

The Fund Development Committee shall advise the Board on revenue-generating strategy and activities and shall have such other duties and responsibilities as are granted to it by these Bylaws or as provided for in the policies and procedures adopted by the Board of Directors. The committee may include non-Board members and shall not have any authority to bind the Board or NRPA.

#### Section 6 – Other Non-Board 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 the NRPA President and Chief Executive Officer, and may include Directors, officers, or National Association members or any combination thereof, but no such non-Board committees shall have the authority to bind the Board.

#### Section 7 – Removal, Resignation, or Replacement of Committee Members

Provisions for removal, resignation, or replacement of committee members shall be at the discretion of the Board Chair.

#### Section 8 – Meetings and Notice

Each committee may hold meetings at such time or at such place as it shall determine from time to time. No notice shall be required for meetings for which the time and place have been fixed. Written, electronic, oral or any other mode of notice of the time and place shall be given for meetings of each committee that are not fixed, in sufficient time for the convenient assembly of the committee unless such notice has been waived. The notice of any meeting need not specify the purpose of the meeting. Any requirements of furnishing a notice shall be waived by any committee member who submits a waiver of notice (such waiver of notice may be written or electronic), whether before, at commencement or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such committee member. Each committee shall keep a record of its proceedings.

### **ARTICLE VI BOARD OF DIRECTORS MEETINGS, NOTICE, 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 Conference for Recreation and Parks, or in any year in which such Conference is not held at such other time and place determined by the Board of Directors.

## Section 2 – Other Meetings of the Board of Directors

Other meetings of the Board of Directors may be called by the Chair of the Board of Directors at a time and place specified by the Chair.

## Section 3 – Notice of Meetings of the Board of Directors

Meetings may be held without notice of the date, time and place if such meetings are fixed by the Board of Directors.

Written (including by electronic mail), oral or any other mode of notice of the time and place of special meetings shall be given not less than two (2) days prior to the date set for such meeting, with notice of the Annual Meeting given not less than thirty (30) days prior to such meeting date.

Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

## Section 4 – Quorum and Action

A quorum for purposes of transacting business for the Board of Directors 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. Except as otherwise provided by law or by these bylaws, at any meeting of the Board of Directors at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board of Directors.

## Section 5 - Meeting by Conference Telephone

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to speak to and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Section 6 - Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee, as the case may be, consent to the adoption of a resolution authorizing the action. Such consent may be written or sent by electronic mail. The resolution and the written consents thereto by the Directors or committee members shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

### Section 7 – 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 8 – 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 9 – 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 serve as an ex-officio member of the Board of Directors, but shall not have voting rights on the Board. The President and Chief Executive Officer shall have responsibility for and control of the 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. 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**  
CREDENTIAL BOARDS

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

**ARTICLE IX**  
NON-DISCRIMINATION

In accordance with applicable laws, the National Association and its branches and affiliates shall not discriminate on the basis of race, color, religion (creed), national origin, sex, pregnancy, childbirth or related medical conditions, age, marital status, sexual orientation, gender identity or expression, status as a veteran, or disability, or any other legally protected basis .<sup>1</sup>

**ARTICLE X**  
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. All conflicts of interest will be handled pursuant to NRPA's Conflict of Interest Policy, as amended, and in accordance with applicable laws.

**ARTICLE XI**  
MEMBER NOTICES, MEETING PLACES, OFFICES

All member notices required by these bylaws of the National Association or applicable state or federal statutes shall be in writing (including electronic mail) 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.

**ARTICLE XII**  
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 that directors and officers are permitted to be indemnified by the applicable "not-for-profit corporation law" in effect at the time such expenses, judgments, fines and amounts are paid, or at the time the acts or omissions complained of occurred, whichever gives greater protection.

Notwithstanding the foregoing, no indemnification may be made to or on behalf of any such person if in respect of the proceeding for which indemnification is sought a judgment or other final adjudication adverse to him or her establishes that (a) his or her acts were committed in bad faith or (b) his or her acts were the result of his or her active and deliberate dishonesty and were material to the cause of action so adjudicated or (c) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

The National Association may also indemnify an employee or agent (other than a Director or officer) to the same extent it shall indemnify a Director or officer, such indemnification to be made in a particular instance as approved by the Board or provided by agreement approved by the Board of Directors.

#### 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 New York superintendent of financial services, for a retention amount and for co-insurance.

### **ARTICLE XIII 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 XIV**  
**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 XV**  
**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 guide the deliberations of all boards and committees when not inconsistent with these bylaws.

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