

TAB TWO – IPRA BY-LAWS

BYLAWS

INDIANA PARK AND RECREATION ASSOCIATION, INC. (IPRA)

ARTICLE I: IDENTIFICATION

The name of this organization shall be the Indiana Park and Recreation Association, Incorporated referred to as Association or IPRA in this document. IPRA is an affiliate of the National Recreation and Park Association, (NRPA). The Association is a nonprofit (503-C1) organization composed of park and recreation professionals, concerned citizens, individuals and groups.

The mission and vision statement of IPRA shall be as stated in the Strategic Action Plan.

ARTICLE II: GOALS

- Section 1: To establish and implement standards for park and recreation professionalism in the State of Indiana.
- Section 2: To promote pertinent services to the membership.
- Section 3: To promote and interpret the park and recreation movement to the membership and society in general.
- Section 4: To encourage, conduct and disseminate research as related to the park and recreation movement.
- Section 5: To recruit new members into the field of park and recreation and into the membership of the Association.
- Section 6: To affect legislation concerning the park and recreation profession.
- Section 7: To honor those professionals, individuals and groups who make outstanding contributions affecting the park and recreation profession in the State of Indiana.
- Section 8: To help achieve a clean and healthful environment that is aesthetically pleasing and ecologically balanced.
- Section 9: To provide park and recreation information to the general public.
- Section 10: To cooperate with the IPRA Foundation in the promotion and support of park and recreation opportunities through donations, solicitations, bequests, fund-raising from individuals, corporations, foundations, governmental entities or other groups, in the State of Indiana.

ARTICLE III: MEMBERSHIP OPPORTUNITIES

- Section 1: Membership in the Association shall be open to those individuals or groups, who are willing to uphold the mission, vision, goals, subscribe to the Bylaws and are eligible through one of the following classifications of membership.
- Section 2: All membership classifications shall have the right to vote on matters that come before the membership as prescribed by these Bylaws.
- Section 3: Membership fees, benefits and privileges for each membership opportunity shall be determined by the Board of Directors. The Board of Directors shall determine the number of voting positions eligible for each group membership classification.
- Section 4: **Dual Membership** – Should an individual elect to hold more than one membership classification each membership fee is to be paid accordingly. Voting rights will then be exercised according to the membership classification. Persons holding a Dual Membership shall only vote once for the President-Elect and Corporate Member, but shall be able to vote in each of their selected membership classifications.
- Section 5: **Membership classifications – Individual Opportunities.** Individuals are entitled to one vote.
- a. **Professional** – provided to any person who currently is employed full-time in administrative, leadership or education services in the park and recreation profession, or to any person employed in a related professional field, or to any person who has previously held a professional membership from any NRPA state affiliate.
 - b. **Elected/Appointed Official** – provided to any person who serves in an elected or appointed position in an agency, commission board that delivers park, recreation or related services in the state of Indiana.
 - c. **Associate** – provided to any person who is currently employed or volunteers on a full-time basis in supportive services or to any person interested in supporting the park and recreation movement but not eligible to hold any other type of membership.
 - d. **Student** – provided to any person enrolled in an accredited park and recreation program or related field as a student on a full or part-time basis.
 - e. **Emeritus Professional** – provided to any person who previously held a professional, elected/appointed official or associate membership in IPRA and has left the field due to retirement.
 - f. **Distinguished Life Membership** – provided to persons who the Board of Directors by a two-thirds (2/3) vote has conferred upon for their outstanding contributions to the park and recreation movement in the State of Indiana.

Section 6: **Membership classifications – Group Opportunities.** Groups are entitled to the number of votes as assigned by the Board of Directors.

- a. **Agency** – provided to a park and recreation group publicly or privately active in the delivery of leisure services and having either professional, elected/appointed officials and associates listed among its staff, employees, volunteers and Boards or Commission.
- b. **Corporate** – provided to Businesses, industries or corporate entities interested in supporting the mission, vision, goals and wishing to establish a business relationship with the Association.
- c. **Organizational** – provided to academic institutions military installations, hospitals, foundations, nonprofit entities and other organizations providing park and recreation services not covered under other membership classifications.

ARTICLE IV: APPLICATION FOR MEMBERSHIP

Section 1: Membership applications shall be submitted to the Association offices with the appropriate dues. The type of membership shall be selected by the applicant with the approval of the Association office at the direction of the membership committee of the Board of Directors.

Section 2: Membership and services shall be on the fiscal-year basis of the Association. Any changes in dues schedules will require approval by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS OF THE ASSOCIATION –

MEMBERSHIP AND OFFICERS

Section 1: The Board of Directors (Board) of this Association shall consist of the President, President-Elect, Past President, District and Interest Section Members, a Corporate Member, and the Executive Director.

Section 2: The Board shall be the governing body of the Association with the power to carry out the mission, vision, goals and policies of the Association.

Section 3: All Board members shall be eligible voting members in the Association.

Section 4: Officers of the Board shall be elected or selected as prescribed in these Bylaws. The duties of the officers shall be as common usage indicates. Up to only one-third (1/3) of the Board representatives shall be selected every year.

Section 5: The President of the Association shall act as the presiding officer of the Board and the Executive Committee.

- Section 6: The President-Elect shall function as the Vice-President of the Board and shall be the single nomination for President of the Association the following year. The President-Elect shall be responsible for planning of the Annual Membership Retreat with assistance of the Executive Director.
- Section 7: In the event there is a vacancy for the office of President and no President-Elect available to fill the office, the Board shall hold a special meeting and elect, by a majority vote, an acting President to fill the President's unexpired term, as well as elect, by majority vote, a new President-Elect to fill the unexpired term of that office.
- Section 8: The office of Past President shall be filled by the President of the Association at the end the President's term and shall serve as the Secretary to the Board. This position shall be an ex-officio member of the Board (non-voting except in the case that a proxy has been assigned by a Board Member who is unable to attend a Board meeting). If the Past President is unable to fill the office, the President may select any current member of the Association, but preferably a Past Association President to fill the office.
- Section 9: Each District as defined by these Bylaws shall select two (2) representatives from the District, one of which shall a Professional member the other Board member select is recommended to be an Elected/Appointed Official and the other of that District to serve on the Board for a three (3) year term. The selection of the representative to the Board shall be as determined by the Bylaws of each District.
- Section 10: Each Interest Section including the Student Branch Section as defined by these Bylaws shall select one (1) representative from the Interest Section or Student Branch Section to serve on the Board for a three (3) year term. The selection of the representative to the Board shall be as determined by the Bylaws of each Interest Section or the Student Branch Section. The term for the representative to the Board of Directors for the Student Branch Section shall be as stated in their Bylaws.
- Section 11: A corporate member representative shall be elected by the Association membership, to serve on the Board for a term of three (3) years and shall hold a corporate membership status.
- Section 12: Any vacancies on the Board shall be filled by the representative constituency that the vacancy represents. The person selected to fill the vacancy shall hold that position for the remainder of the unexpired term. In the event of a vacancy for the corporate representative, that vacancy shall be filled by a vote of the Board for the remainder of the unexpired term.

- Section 13: If unable to attend a Board meeting, a Board member may designate a proxy representative from the constituency represented who is not currently a voting member of the Board or in the case of short notice the Past President of the Board can be designated as a proxy. Board members shall not be absent from more than three (3) regular meeting per year without valid excuse. Said absenteeism shall cause the Board to declare the seat vacant to be filled as stated above.
- Section 14: The Board shall make an annual report to the Association at the Annual Meeting.

ARTICLE VI: EXECUTIVE COMMITTEE AND DUTIES OF THE BOARD

- Section 1: There shall be an Executive Committee of the Board consisting of the President, President-Elect, Past President, the Executive Director, and one to four (1-4) members of the Association appointed by the President, approved by the Board at its first meeting of the fiscal year. The Executive Director shall serve as an ex-officio member of the Committee.
- Section 2: Any vacancies of the Executive Committee shall be filled by a majority vote of the Board. Any person, thus elected shall hold office for the unexpired term.
- Section 3: It shall be the duty of the Executive Committee to carry out the policies, mission, vision, goals and procedures of the Association, and to conduct official action with limits as prescribed by these Bylaws and to implement the Strategic Action Plan.
- Section 4: The Executive Committee shall make a report, including recommendations at each meeting of the Board.
- Section 5: The Executive Committee shall authorize the disbursement of all budgeted funds of the Association.

ARTICLE VII: EXECUTIVE DIRECTOR, OFFICE STAFF AND DUTIES

- Section 1: The Board may appoint an Executive Director to serve the Association and Board without the right to vote on Board Actions.
- Section 2: Duties and compensation of the Executive Director shall be set by the Board and reviewed on an annual basis.
- Section 3: The Executive Director shall be bonded for an amount set by the Board.
- Section 4: The Executive Director shall select appropriate staff to perform duties as assigned by the Association and Board. Staff selection shall be approved

by the Board and persons thus selected shall be reviewed on an annual basis.

Section 5: The Executive Director shall represent the Association on the NRPA Council of Executive Directors.

ARTICLE VIII: DISTRICTS

Section 1: The State of Indiana shall be divided into three (3) Districts.

- a. Northern District shall consist of the counties north of and including the counties of Benton, White, Carroll, Howard, Grant, Blackford and Jay. A total of thirty-one (31) counties.
- b. Southern District shall consist of the counties south of and including Sullivan, Green, Monroe, Brown, Bartholomew, Decatur, Ripley and Dearborn. A total of thirty-two (32) counties.
- c. Central District shall consist of the remaining twenty-nine (29) counties.

Section 2: Districts shall have Bylaws that are compatible with the Association's Bylaws and by which the District will operate. The District shall keep a copy of its Bylaws on file in the Association's office.

Section 3: Officers of each District shall consist of a Chairperson, Chairperson-Elect, Past Chairperson and Secretary.

Section 4: Districts shall select two (2) of its eligible voting members to represent the District on the Board for a period of three (3) years as prescribed by these Bylaws. One (1) of the eligible voting members shall be a Professional member and the other person is recommended to be selected from the Elected/Appointed Official members.

Section 5: Duties of District Board members shall be to represent their respective District, foster goodwill, provide assistance to their membership, promote the recruitment of new members, serve as a liaison between the Board and the District, express views and present needs of the District to the Board for appropriate action, distribute and disseminate information and policies of the Board to the District membership.

Section 6: District activities may be financed by the Association through an allocation of funds in the budget of the Association. All funds accrued by Districts shall be part of the treasury of the Association. Districts are encouraged to assist the Association in the raising of funds for the Association.

Section 7: Districts shall hold an Annual Meeting.

- Section 8: Districts shall prepare an annual report on activities and actions to be presented at the Association's Annual Meeting.
- Section 9: The Board may disband a District by majority vote when a District does not have a roster of District officers or no current Bylaws are on file at the Association's office or no Annual Meeting is held.

ARTICLE IX: INTEREST SECTIONS

- Section 1: Interest Sections may be established by a group of Association members that number twenty-five (25) or more members having a common interest or affiliation. A group of twenty-five (25) members shall petition the Board through the Membership Committee by submitting a copy of its Bylaws that shall be compatible with those of the Association. The Board shall make the final determination as to the status of the Interest Section based on the recommendation of the Membership Committee.
- Section 2: Association members may belong to only one (1) Interest Section and must upon the approval by the Board declare a primary membership in an Interest Section or pay an additional fee as set forth in these Bylaws. All members of Interest Sections must be members of the Association.
- Section 3: Officers of an Interest Section shall consist of a Chairperson, Chairperson-Elect, Past Chairperson and Secretary.
- Section 4: Interest Sections shall be responsible for presenting at least two (2) workshops or programs per year for the dissemination of information and education of the IPRA membership. The Executive Director shall provide appropriate resources and staff if available to assist with this responsibility. It is the desire that these workshops or education sessions will provide a positive source of income for the Association.
- Section 5: Interest Sections shall select one (1) of its eligible voting members to represent the Interest Section on the Board for a period of three (3) years as prescribed by these Bylaws.
- Section 6: Duties of Interest Section Board members shall be to represent their respective Interest Section, foster goodwill, provide assistance to their membership, promote the recruitment of new members, serve as a liaison between the Board and the Interest Section, express views and present needs of the Interest Section to the Board for appropriate action, distribute and disseminate information and policies of the Board to the Interest Section membership.

- Section 7: Interest Section workshops and/or education activities will be budgeted by the Association and the Interest Section leadership. All funds accrued by Interest Section shall be part of the treasury of the Association.
- Section 8: Interest Sections shall hold an Annual Meeting.
- Section 9: Interest Sections shall prepare an annual report on activities and actions to be presented at the Association's Annual Meeting.
- Section 10: The Board may disband an Interest Section by majority vote when an Interest Section does not have a roster of Interest Section officers or no current Bylaws are on file at the Association's office or no Annual Meeting is held.

ARTICLE X: STUDENT BRANCH

- Section 1: The Student Branch shall consist of students who are members of the Association.
- Section 2: The Student Branch shall have Bylaws that are compatible with the Association's Bylaws.
- Section 3: The Student Branch shall have one (1) representative to the Board selected from its voting members to serve a term as established by their Bylaws.
- Section 4: Student Branch activities may be financed by the Association through an allocation of funds in the budget of the Association. All funds accrued by the Student Branch shall be part of the treasury of the Association. The Student Branch is encouraged to assist the Association in the raising of funds for the Association.
- Section 5: The Student Branch shall hold an Annual Meeting.
- Section 6: The Student Branch shall prepare an annual report on activities and actions to be presented at the Association's Annual Meeting.
- Section 7: The Board may disband the Student Branch by majority vote when the Student Branch does not have a roster of Student Branch officers or no current Bylaws are on file at the Association's office or no Annual Meeting is held.

ARTICLE XI: STANDING COMMITTEES

- Section 1: The Standing Committees of the Association shall be Executive, Conference, Communication, Legislative and Membership.
- a. The Executive Committee shall be responsible for following area of operation of the Association; Financial, Governance, Insurance, Bylaws and Personnel.
 - b. The Conference Committee shall be responsible for the annual conference, annual meeting and the presentation and selection of the awards and the recommendation of scholarship recipients in cooperation with IPRA Foundation.
 - c. The Communication Committee shall be responsible for the Association's publications, website, marketing plan and the Association's identity.
 - d. The Legislative Committee shall be responsible for identifying legislative issues pertinent to the Association and possible research topics of interest to the Association.
 - e. The Membership Committee shall be responsible for identifying professional and corporate development concerns, professional certification, professional accreditation and the election of members to positions of responsibility and governance in the Association.
- Section 2: The Strategic Plan as implemented and updated by the Board shall be used as a guiding action plan for each of the above committees.
- Section 3: Each of the Districts shall select one (1) District member to serve on each of the Standing Committees. The President of the Association, with the approval of the Board shall appoint the Committee Chairperson for a period of three (3) years who shall be an eligible voting member of the Committee. Consultants and assistants may be appointed to the Committee in an ad hoc role with the approval of the President of the Association. The Standing Committee Chairperson may select other Association members to serve on the Standing Committee.
- Section 4: A Standing Committee may establish sub-committee chairpersons to handle some of its functions.
- Section 5: Each Standing Committee shall establish a guiding set of procedures and general duties to govern their actions and operations. These procedures shall be kept on file in the office of the Association and with each member of the Standing Committee.
- Section 6: In the event of a vacancy on the Standing Committee, said vacancy shall be filled by the Committee Chairperson with notification to the President of the Association. In the event of a vacancy of the Standing Committee Chairperson the President of the Association shall fill the vacancy.
- Section 7: The President of the Association and Executive Director are ad hoc members of all Standing Committees.

Section 8: Each Standing Committee shall prepare an annual report on activities and actions to be presented at the Association's Annual Meeting.

ARTICLE XII: SPECIAL APPOINTMENTS

Section 1: Representation entitled by action of the National Recreation and Park Association to the National Recreation and Park Association Great Lakes Regional council shall be selected according to the procedures established by the National Recreation and Park Association. The President of the Association with the approval of the Board shall select IPRA members on this Council.

Section 2: The President of the Association shall appoint an Advisor to the Student Branch with approval of the Board.

Section 3: Additional Special Committees and Chairpersons deemed necessary in the interest of the Association may be appointed by the President of the Association with the approval by the Board.

Section 4: The President of the Association shall appoint members to the Foundation Board with approval of the Board.

Section 5: The President shall have the authority to remove special appointments with the approval of the Board.

ARTICLE XIII: ELECTION PROCEDURES

Section 1: The Association's election will be conducted in July of each year.

Section 2: The Membership Standing Committee Chairperson shall appoint a sub-committee Election Chairperson to be in place at the start of the Board's annual term.

Section 3: The President of the Association, in conjunction with the Election Chairperson and the Executive Director, shall determine each year the media used for elections and shall allocate funds for such at the first Board meeting of the current year. The President of the Association, the Election Chairperson and the Executive Director shall coordinate the election process.

Section 4: The election process shall consist of making ballots available to all Association members with voting privileges. If electronic ballots are used, members who do not have access to electronic ballots can request that paper ballots be mailed to them.

Section 5: The Election Committee shall count all ballots in the presence of at least three (3) Association members. The nominee receiving the highest number of votes for each position shall be declared elected. In a case of a tie the Board will decide the winner by a majority vote.

Section 6: The Election Chairperson and the Election Committee shall tally the vote and the committee shall confirm the results by the first of August of each year to the President of the Association in a written report, signed by the all committee members. The Election Chairperson shall notify, in writing those on the ballot of their election or non-election to the position they are seeking. The President of the Association shall announce the results of the elections to the membership in writing as soon as all nominees have been contacted.

Section 7: Nominations for positions for the President-Elect of the Association, Chair-Elects of the Districts, of the Interest Sections and the Corporate Representative to the Board will be solicited starting about the first of May and end by end of June every year. Positions for which there are no nominations will be filled by appointment by the respective District, Interest Section or Board at their next regularly scheduled meeting.

ARTICLE XIV: MEETINGS AND FISCAL YEAR OF THE ASSOCIATION

Section 1: The Association shall hold an Annual Meeting, the place and date shall be fixed by the Board. The business of the Association shall be conducted at the Annual Meeting. The Annual Meeting can be part of an Annual Conference.

Section 2: The Annual Meeting shall be open to all members of the Association.

Section 3: Regular meetings of the Board shall be held at least six (6) times each year. Special meetings of the Board may be called by the President of the Association or upon written request of six (6) Board members.

Section 4: Meetings of the Executive Committee shall be at the call of the President of the Association.

Section 5: Quorum for the meetings of the Association shall be as follows:

- a. Board – majority of the Board members
- b. Executive Committee – majority of the Executive Committee members
- c. Annual Meeting – majority of the eligible members in attendance

Section 6: The fiscal year of the Association shall be annually as determined by the Board.

ARTICLE XV: AMENDMENTS

- Section 1: The Bylaws of the Association may be amended by two-thirds (2/3) vote of the members at the Annual Meeting, provided the proposed amendment(s) have been presented in written form or on the Association's website to the membership at least ten (10) days before the Annual Meeting.
- Section 2: The Executive committee shall review the Bylaws annually. Revisions to the Bylaws may substitute for these Bylaws only by a majority vote at a meeting of the Board.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

- Section 1: The rules contained in the most recent edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these Bylaws.
- Section 2: The President of the Association may appoint a parliamentarian to serve at Association meetings as an ex-officio member.

ARTICLE XVII: DISSOLUTION OF THE ASSOCIATION

- Section 1: In the event that the Indiana Park and Recreation Association, Inc. is dissolved for any reason, all assets shall become the property of the Indiana Park and Recreation Foundation, Inc.

ARTICLE XVIII: STATEMENT OF NONDISCRIMINATION

- Section 1: The Association its Sections, Districts, Branch and Committees shall not discriminate in any manner against any person by reason of race, color, sex, and national origin, or disability, religious or political affiliation.

ARTICLE XIX: BEST PRACTICES

- Section 1: The Association may determine that the best operation of the Association may be a reduction or addition of members on the Board. The change in number of members on the Board needs to have approval at an annual Meeting and needs to be phased in over a two year period.

ARTICLE XX: DATE OF BYLAWS REVISION

- Section 1: The date that the Bylaws are revised should be included in this document.
- Section 2: The above Bylaws are adopted by majority vote of the members present at the Annual Meeting on January 23, 2009