

CONSTITUTION AND BYLAWS
of the
NATIONAL ASSOCIATION OF COUNTY PARK AND RECREATION OFFICIALS
AS AMENDED - July 24, 2016



ARTICLE I

NAME, STATUS AND PURPOSE OF THE ASSOCIATION

SECTION 1. NAME

This Association shall be known as the National Association of County Park and Recreation Officials (NACPRO).

SECTION 2. STATUS

NACPRO is a 501(c)(3) nonprofit organization incorporated in the state of Pennsylvania. Said corporation, herein referred to as the Association, is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 3. PURPOSE

The purpose of this Association shall be:

(a) To advance the official policies of the National Association of Counties (NACo) and National Recreation and Park Association (NRPA), by supporting or opposing, as conditions dictate, the policies of other governmental units which are significant to County and Regional governments. This activity will most often be carried out by providing accurate, balanced factual educational materials and testimony based on professional experience of association members.

(b) To develop educational materials and present education programs to stimulate interest in protecting, preserving, developing, and managing county and regional parks, natural areas, open space, trails and recreation resources, and to obtain more effective use of public and privately owned lands and water areas.

(c) To cooperate with all park and recreation professional bodies and organizations with similar related objectives; to encourage cooperation and coordination between agencies and organizations concerned

with the provisions of county and regional parks, natural areas, open space, trails and recreation resources.

(d) To provide a forum through which its membership may, from time to time, meet and exchange ideas and experiences of importance.

ARTICLE II

MEMBERSHIP AND DUES

SECTION 1. PROFESSIONAL MEMBERSHIP

Membership in the Association shall be open to any official or senior management staff associated with county and regional government, who has natural resource, parks and/or recreation advisory, administrative or policy-making authority. Active members shall have the privilege of voting and holding an elective office in the Association.

SECTION 2. HONORARY MEMBERSHIP

Any individual who, in the opinion of the Association, has rendered distinguished service to the cause of better government and service through county and regional parks, natural areas, open space, trails and recreation resources shall be eligible for honorary membership. Nomination and selection to honorary membership may be made at any meeting of the Association. Honorary members shall not be eligible to hold office in the Association nor are they accorded the privilege of voting. Honorary members are not required to pay dues.

SECTION 3. RETIREE MEMBERSHIP

An individual who is retired from a senior management position in county and regional parks, natural areas, open space, trails and recreation resources, and is not currently employed full-time in a similar position. Retiree members shall be entitled to all privileges of the Association, except that only up to two retiree members may serve on the Board of Directors at a given time.

SECTION 4. CORPORATE MEMBERSHIP

Any corporation or business providing recreational goods, materials, or services to the profession shall be eligible to become a Corporate Member of the Association. Corporate members shall not be eligible to hold office in the Association and they shall not be accorded the privilege of voting. Benefits extended to Corporate Members shall be established by the Board of Directors.

SECTION 5. DUES

Dues for membership in the Association shall be set by the Board of Directors to ensure fiscal soundness of the organization and shall be established before the new membership year starts. Dues are effective for a calendar year, unless otherwise approved by the Board.

ARTICLE III

OFFICERS, ELECTIONS, AND COMMITTEES

SECTION 1. BOARD OF DIRECTORS, ELECTIONS, AND TERMS OF OFFICE

The Board of Directors of the Association shall consist of six Officers and 18 Directors, for a maximum total of 24 Board Members, and the Association Manager.

The Officers consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

The 24 Board Members shall be elected by a majority vote of the Board of Directors present at the spring/summer Annual Meeting. The term of office for Directors shall be for two years or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting in which they are elected. The Board shall be divided into two classes of equal size so that terms of office of half the Board expire in one year and the remaining half expire in the succeeding year.

SECTION 2. OFFICERS AND OFFICER SUCCESSION

Candidates must be serving on the Board of Directors in order to be nominated for an Officer's position. Officers shall serve for one year or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting in which they are elected.

The Vice President, President-Elect, President, and Immediate Past President position is a successive term office. Upon the end of the Vice President's term of office, the Vice President shall assume the duties of the President-elect, the President-Elect shall assume the duties of the President, the President shall assume the duties of the Immediate Past President, and the Board of Directors shall elect a new Vice-President.

The Secretary and Treasurer may serve additional terms.

SECTION 3. RESIGNATIONS

Any member of the Board of Directors desiring to resign from the Board shall submit his/her resignation in writing to the President, who shall, in turn, present it to the Board. The President may appoint a replacement to serve for the remainder of the term.

SECTION 4. ALTERNATE BOARD MEMBER

Each Board Member shall be allowed to have an Alternate Board Member for any Board meeting. The Alternate Board Member must be employed by the same agency as the Board Member. The Alternate Board Member shall have voting rights except when the Board Member is in attendance. The Alternate may not represent the Board Member for more than two consecutive Board meetings in a calendar year.

SECTION 5. BOARD MEMBER ATTENDANCE

If a Board Member is absent from three consecutive regular Board meetings or more than fifty percent (50%) of the regular Board meetings in a calendar year, the Board by majority vote may declare the Board Member's seat vacant and the President may appoint a replacement Board Member.

An absence will be considered excused when the Board Member informs the President or the Association Manager of their unavailability before the board meeting. The Board Member shall provide a report detailing status on committee work and their thoughts on any business identified in the agenda, or will arrange for an alternate to attend the meeting.

SECTION 5. NOMINATIONS

A slate of candidates for nomination for the election of Officers and Board Members of the Association shall be made by the Nominating Committee at least 30 days prior to the Annual Meeting. The Immediate Past President shall serve as the Chair for the Nominating Committee. Nominations for the position of any Officer or Board Member may be made from the floor at the Annual Meeting. Nominations must be approved by two-thirds of the Board of Directors present at the Annual Meeting.

SECTION 6. DUTIES

(a) President:

It shall be the duty of the President to give notice and preside at all meetings of the Association and of the Board of Directors of the Association. The President shall appoint all Committees unless otherwise provided, prepare meeting agendas and shall perform such other duties usually performed by the President of an organization. The President shall be an ex-officio member of all Committees of the Association.

(b) President-Elect:

It shall be the duty of the President-Elect to serve as chair of the Professional Education Committee and to perform such duties as assigned by the President. The President-Elect, in the absence of the President, shall discharge the duties of the President. The President-Elect shall chair or coordinate Committees as assigned by the President.

(c) Vice President:

It shall be the duty of the Vice President to serve as chair of the Awards Committee and to perform such duties as assigned by the President. The Vice President, in the absence of the President and President-Elect, shall discharge the duties of the President. The Vice-President shall chair or coordinate Committees as assigned by the President.

(d) Secretary:

It shall be the duty of the Secretary to keep a record of all proceedings, to attest documents, and to perform other duties as are usual for such an official or as assigned by the President.

(e) Immediate Past President:

It shall be the duty of the Immediate Past President to serve as Chair of the Nominating Committee and to perform such duties as assigned by the President.

(f) Treasurer:

It shall be the duty of the Treasurer to assist the Association Manager in the preparation of an annual budget and financial business report for the Annual Meeting and other association meetings, as required, and to perform such duties as assigned by the President. It shall be the duty of the Treasurer to exercise the financial duties of the Association Manager, in the event of the Association Manager's absence.

(g) Board of Directors:

It shall be the duty of the Board of Directors to exercise general control and supervision over the affairs and expenditures of the Association, and shall, except as otherwise provided in this Constitution, be empowered to decide upon all questions which may arise during the interval between meetings of the Association. The Board of Directors shall be responsible for developing Rules and Bylaws for this organization, subject to approval of two-thirds of the Board of Directors, and for recommending revisions in such Rules and Bylaws as may be desirable, from time to time.

SECTION 7. ASSOCIATION MANAGER

The Association may retain a professional Association Manager to perform duties as specified within a contract between parties. The Association Manager will receive compensation and is a non-voting, ex-officio member of the Board of Directors.

SECTION 8. COMMITTEES

The Standing Committees of this Association shall be appointed by the President and shall be the Committees on Legislation, Audit, Bylaws, Awards, Membership, Nominating, and Professional Education.

(a) Legislation Committee:

This Committee shall consist of not less than three (3) Board Members. This Committee shall study such issues that may directly or indirectly affect county and regional parks, natural areas, open space, trails and recreation resources, and such other matters as referred for study and report by NACo and NRPA. Activities of the Committee will be related to gathering and reporting about proposed legislation and presenting related data. No activity of the Committee will be directed toward influencing legislation. The Committee shall perform such other duties as requested by the Board of Directors.

(b) Audit Committee:

This Committee shall consist of not less than three Board Members appointed by the President and shall not include the Treasurer or Association Manager. The Committee shall prepare an internal audit report of the Association financial accounts at least every two years or as directed by the President.

(c) Bylaws Committee:

This Committee shall consist of not less than two Board Members and shall consider, propose, and prepare such amendments to the Constitution and Bylaws as shall be deemed necessary.

(d) Awards Committee:

This Committee shall consist of the Vice President as Chair and not less than three Board Members and shall prepare suitable criteria, solicit and review nominations, and recommend the granting of various awards, as approved by the Board of Directors, for the recognition of individuals and organizations that have made a significant contribution to the county and regional parks, natural areas, open space, trails and recreation resources. Awards will consist of plaques and trophies of nominal value and will promote educational examples of excellence in government and civic affairs.

(e) Membership Committee:

This Committee shall consist of not less than three Board Members and the Association Manager and shall develop strategies to recruit new Individual and Corporate Members.

(f) Nominating Committee:

This Committee shall consist of the Immediate Past President as Chair and not less than two Board Members and shall nominate a slate of Officers and Board Members candidates. The Committee Chair shall supply the names of the candidates to the Association Manager and President, at least 30 days before the date of the spring Annual Meeting.

(g) Professional Education Committee:

This Committee shall consist of the President-Elect as Chair, the Association Manager, and not less than two Board Members and shall review, develop and implement various educational opportunities, programs and services to facilitate the exchange of information and knowledge for the betterment of county and regional parks, natural areas, open space, trails and recreation resources. The Committee shall coordinate with the local host and the NACo and NRPA liaisons, as appropriate, to schedule and/or develop county/regional park tours and educational programs at the spring and fall annual meetings.

SECTION 9. OTHER COMMITTEES:

The President shall appoint such other Committees as may be deemed necessary for the proper transaction of the business of the Association.

ARTICLE IV

MEETINGS

SECTION 1.

The Association shall hold a minimum of one annual meeting each year. This meeting may be held in conjunction with other association conferences, such as the NACo Annual Conference, NRPA Congress or Special Park Districts Forum. This meeting shall serve as the Annual Meeting of the Association where board members are elected.

The Board shall conduct at least four regular meetings annually via electronic means.

Special meetings of the Association may be held at such times and places, as may be determined by the President. Meetings via electronic means, as determined by the President, are considered a meeting of the Association.

Procedures followed at Board meetings shall be in accordance with Robert's Rules of Order consistent with the Constitution and Bylaws of this Association.

SECTION 2. QUORUMS

- (a) Nine members of the Board of Directors shall constitute a quorum thereof.
- (b) A majority of any committee shall constitute a quorum thereof, and any questions may be decided by a majority of those in attendance.
- (c) An Alternative Board Member, selected by the Board Member, may serve as a Board Member being present for the purposes of determining a quorum. A Board Member may only select one Alternative Board Member for voting purposes.
- (d) If available, a Board Member may participate in any Association meeting via teleconference. Teleconference participation will serve as a Board Member being present for the purposes of determining a quorum.

ARTICLE V

PROFESSIONAL AFFILIATIONS

SECTION 1. NACo

- (a) The NACPRO Representative to NACo shall be appointed by the NACPRO President to serve on the NACo Board and to report back to the Board of Directors on relevant NACo business.
- (b) The NACo Staff Liaison shall be appointed by NACo and serve on the Board of Directors as a non-voting member.

SECTION 2. NRPA

- (a) The NACPRO Representative to NRPA shall be appointed by the NACPRO President to maintain communications and report back to the Board on relevant NRPA business.
- (b) The NRPA Commission for Accreditation of Park and Recreation Agencies (CAPRA) representative shall be appointed by the President and will report back to the Board on relevant business.

SECTION 3. SORP

- (a) The Association Representative to the Society of Outdoor Recreation Professionals (SORP) shall be appointed by the NACPRO President to maintain communications and report back to the Board on relevant SORP business.

ARTICLE VI

FINANCE

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall end on December 31 of each year.

ARTICLE VII

AMENDMENTS

SECTION 1.

This Constitution and Bylaws may be amended at any Annual Meeting by a two-thirds vote of the Board of Directors present, provided that such amendments have been reviewed by the Board of Directors, and shared with the membership at least 30 days prior to an Annual Meeting. The 30 day notice requirement may be waived by two-thirds affirmative vote of the Board of Directors. In this case, amendments shall be submitted to the membership not less than 24-hours prior to any vote being taken to accept the amendment.