

# **BY-LAWS: WISCONSIN PARK & RECREATION ASSOCIATION, INC.**

**STATE AFFILIATE OF THE NATIONAL RECREATION AND PARK ASSOCIATION**

## **ARTICLE I - MEMBERSHIP**

### **Section 1**

Membership in the Wisconsin Park and Recreation Association, Inc., an affiliate of the National Recreation and Park Association, shall be designated as Student, Individual, Commercial, Organizational, Board/Commission, Lifetime, Emeritus, Agency Group, Department Professional, University/Faculty and Office Support.

### **Section 2**

The Student Membership shall be open to any student currently enrolled and attending either part-time or full-time in a college or university. Student membership does not include the privilege of voting except as members of committees or holding office, except that the Student Section Chairperson shall be a full voting member of the Board of Directors. A Student Membership includes the Student Section plus one additional professional membership category, i.e. Aquatics, Recreation, Park, WTRS.

### **Section 3**

The Department Professional shall be open to those employed in the areas of recreation, parks, aquatics, forestry, conservation, therapeutic recreation or related field. There must be two (2) individuals employed by the same agency. Each shall have the right to vote and to hold office.

### **Section 4**

The Individual Membership shall be open to those employed full time in the areas of recreation, parks, forestry, conservation, aquatics, therapeutic recreation or related field. Each shall have the right to vote and hold the right to vote and hold office.

### **Section 5**

Commercial Memberships shall be available to firms interested in supporting the work of the Association. Such membership does not include the privilege of voting holding office.

### **Section 6**

Organizational Memberships shall be open to non-profit organizations with related interests. An individual designee of the organization shall be entitled to membership services, have the right to vote and hold office.

### **Section 7**

Board/Commission Memberships shall be open to citizen Boards, Commissions, Committees, and Councils relating to parks and recreation. Each designated member shall be entitled to membership services, have the right to vote and hold office.

### **Section 8**

The Lifetime Honorary Membership is awarded to any current member who retires and has a record of 10 years or more of WPRA membership. Said members may receive services at established rates.

### **Section 9**

Emeritus Membership is open to all retirees from the park, recreation, and allied leisure fields. Emeritus status can include Lifetime members of WPRA as well. A one-time fee as determined by the Board is required. Said members pay an annual cost of services fee at established rates. If a member has both Lifetime and Emeritus membership, only one full service charge will be assessed annually. Each shall have the right to vote and hold office.

### **Section 10**

The Agency Group Membership shall be open to those employed in the areas of aquatics, recreation, parks, forestry, conservation, therapeutic recreation or related field. There must be at least three (3) individuals employed by the same agency. Each shall have the right to vote and to hold office.

### **Section 11**

The University/Faculty Membership is open to those employed at universities offering a park and/or recreation related curriculum. If the number of faculty exceeds four, additional individuals may join at the agency group rate.

### **Section 12**

Office Support Memberships shall be available to permanent office staff employed in Aquatic/Park/Recreation/Therapeutic Recreation related agencies which have a current membership with the Wisconsin Park & Recreation Association. Such membership includes the privilege of voting and holding office.

### **Section 13**

Application for membership in the Association shall be submitted to the Association office on-line.

### **Section 14**

Non-payment of annual dues or failure to meet the qualifications and requirements for membership as determined by the Board of Directors from time to time will result in termination of membership and services, except as noted elsewhere in the By-Laws.

## **ARTICLE II - DUES AND FEES**

### **Section 1**

Dues for the membership year of January 1 through December 31 shall be payable to the Association office on or before January 1.

## **Section 2**

Dues may be pro-rated as determined by the Board of Directors from time to time for new members joining WPRA as an "Individual", "Student", "Group Agency", "Departmental", or "University/Faculty" member. A new member shall be defined as a person who has not been a member of WPRA for three (3) years prior to their membership application being submitted to the Association office.

## **Section 3**

The existing dues and section fee structure remain in effect until such time as it may be altered by the Board of Directors. Alterations must be instituted by August 1st to take effect in any ensuing year.

## **ARTICLE III - NOMINATION AND ELECTION PROCEDURES**

### **Section 1**

The President shall appoint a Nomination Committee, consisting of the three most immediate Past Presidents still active in the Association.

### **Section 2**

The Nomination Committee shall prepare a slate of candidates containing two nominations for each vacancy, (vacant office) except as otherwise specified in the By-Laws. The Nomination Committee shall receive suggestions for candidates from the membership with submission of a slate of candidates to the Board by their September meeting. The Board has the authority to approve a slate with only one candidate for an office. A slate of candidates and ballots shall be submitted to the voting membership by mail by October 1. Only those ballots received prior to November 1 shall be valid. A minimum of 50 valid ballots received is necessary for candidates to be elected.

### **Section 3**

The Nomination Committee shall be responsible for the counting of votes. The nominee receiving the greatest number of votes for each office shall be elected. In the event of a tie, current Board members will cast votes, and the nominee receiving the greatest number of votes shall be elected prior to the Annual Meeting.

### **Section 4**

Regional Representatives shall be residents of their respective regions, and shall be elected by the total membership of the Association.

### **Section 5**

A member may only run for one position in a current election year for either the State Association or a Section Board, and the individual cannot hold two voting positions on either the State-Association or Section Boards.

### **Section 6**

The Association will allow for the use of electronic voting in the conduct of election of directors to the Board, and for the purpose of considering future amendments to the association's bylaws. This applies to membership Sections as well.

## **ARTICLE IV - TERMS AND DUTIES OF OFFICERS**

### **Section 1**

The officers of the Association are the President, the President-Elect, the Secretary /Treasurer, the Past President, and the Executive Director.

### **Section 2**

Officers shall assume their responsibilities on January 1 following their election or appointment. They shall serve a one year term, with the Secretary/Treasurer serving two years.

### **Section 3**

An Executive Director may be retained by the Board of Directors and subject to the control of the Board, serving at the pleasure of the Board, and shall serve as an ex-officio, non-voting member of the Board of Directors.

### **Section 4**

The President shall preside at all meetings of the Association, the Executive Committee and the Board of Directors; shall appoint members of committees; shall appoint delegates and representatives of the Association; and shall appoint chairs and members of Task Forces as required. The President is an ex-officio member without vote of all committees and Task Forces.

### **Section 5**

The President-Elect shall succeed to the Presidency upon expiration of the incumbent's term; serve as the President in the absence of the President; serve as member of the Executive Committee and serve as the Board liaison to those committees indicated on the WPRA Organizational Chart.

### **Section 6**

The Secretary/Treasurer shall be the Parliamentarian and shall serve as Board liaison to WPRA representatives and committees or Task Forces as noted on the Organizational Chart. The Secretary/Treasurer shall be a voting member of the Executive Committee and the Board of Directors.

### **Section 7**

The immediate Past President shall serve as a member of the Executive Committee and serve as the Board liaison to committees as indicated on the WPRA Organizational Chart.

### **Section 8**

The Executive Director shall be responsible for office operations, duties as noted in the job description, and other duties assigned by the Board of Directors.

## **ARTICLE V - TERMS AND DUTIES OF THE BOARD OF DIRECTORS**

### **Section 1**

The Board of Directors shall consist of the President, the President-Elect, the Past President, the Secretary/Treasurer, four Regional Representatives, Park, Aquatic, Recreation, Student and WTRS Section Chairpersons, with the Executive Director as a non-voting member. The representatives for the Aquatic, Park, Recreation and WTRS Sections shall serve a two year term.

### **Section 2**

Regional Representatives, for Regions as defined in Article X, shall serve for no more than two consecutive two-year terms. The terms of the Regional Representatives shall be staggered so that two representatives shall assume their offices on January 1 following their election. Odd numbered Regional Representatives shall assume their office in odd numbered years and even numbered Representatives in even numbered years.

### **Section 3**

The Board of Directors shall manage the affairs of the Association.

### **Section 4**

The Board of Directors shall approve the actions of all committees; shall receive gifts to the Association in the form of donations, contributions, bequests and devisements; and shall approve the establishment of sections, their by-laws, and their annual budgets. In addition, the Board shall be authorized to negotiate arrangements for affiliating the Association with appropriate organizations

### **Section 5**

It is the duty of members of the Board to attend all duly called Board meetings. Communication regarding excused absence shall be forwarded to the President prior to the meeting. Two consecutive unexcused absences shall be grounds for removal with the position declared vacant.

### **Section 6**

Except where specified in the By-Laws, the Board of Directors shall have the authority to fill vacancies in the Board of Directors for the balance of the vacated term. The President shall submit to the Board of Directors the name of a candidate to fill said vacancy for confirmation by the Board. If the President is unable to fulfill his/her term, the Board of Directors shall have the authority to fill this vacancy for the balance of the vacated term.

### **Section 7**

The primary function of the Regional Representatives is to represent their particular region. Regional Representatives shall serve on the Membership Committee and other committees as assigned by the President, with the approval of the Board of Directors.

## **ARTICLE VI - TERMS AND DUTIES OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

### **Section 1**

The Executive Committee shall consist of the President, President-Elect, Past President, Secretary/Treasurer and the Executive Director. The Executive Director shall be a non-voting member.

### **Section 2**

The Executive Committee shall be responsible for the preparation and presentation of the Association's budget to the Board of Directors and recommendations regarding personnel matters and By-Laws changes, and such other specific tasks as designated by the Board of Directors.

## **ARTICLE VII - FISCAL YEAR**

### **Section 1**

The fiscal year of the Association shall be from January 1 through December 31.

## **ARTICLE VIII - MEETINGS**

### **Section 1**

The date and site of the Annual Business Meeting and Conference shall be determined by the Board of Directors.

### **Section 2**

Special meetings of the Association as a whole may be called by the President, by a majority vote of the Board of Directors or by a written petition to the Board of Directors signed by twenty voting members in good standing. The membership shall be notified of such meetings at least thirty days prior to the meeting.

### **Section 3**

Meetings of the Board of Directors shall be called by the President. A special meeting of the Board of Directors may be called with the majority approval of voting Board Members. A special meeting of the Executive Committee may be called with the majority approval of voting Executive Committee Members.

### **Section 4**

A quorum for meetings of the Association as a whole shall be fifty voting members. A quorum of the Board of Directors shall be a majority of the voting members. A quorum will be required for action to be taken at any meeting of the Association members or its' Board.

### **Section 5**

In meetings of the Association or of the Board of Directors there shall be no absentee ballots, but Section Chairpersons and Regional Representatives shall be authorized to send alternates with voting privileges. Notification of sending an alternate must be in writing to the President. These alternates must be members of WPR.A.

### **Section 6**

The President may authorize a mail or facsimile ballot of the Board of Directors to address timely business. Unanimous consent in writing from all voting Board members by the announced deadline is required for any action. The issue must be reported at the next regular Board meeting.

### **Section 7**

Meetings of the Board of Directors or committees of the Board of Directors may be conducted by telephone or other communication technology in accordance with Wis. Stats. 181.24(3(a) or any successor thereto.

## **ARTICLE IX - SECTIONS/SUBSECTIONS**

### **Section 1**

A Section/Subsection of the Association may be formed by a group of fifteen or more individuals, or student members of the Association who have a common interest in or are engaged in a special facet of the park and/or recreation field.

### **Section 2**

Application to form a Section/Subsection shall be submitted to the Association Board of Directors for approval. Said applications shall include a copy of the proposed Section/Subsection By-Laws and a list of Association members desiring to form said Section/Subsection.

### **Section 3**

Each Section/Subsection shall elect a Chairperson and Chair-Elect and such other officers as it deems necessary. The Chair-Elect shall act as the Chairperson in the latter's absence.

### **Section 4**

The Chairperson of each Section shall be a member of the Association's Board of Directors. The Chairperson of a Subsection shall be an officer of that Section's Executive Committee.

### **Section 5**

Each Section/Subsection shall submit copies of its annual budget and proposed amendments to its By-Laws to the Board of Directors for approval. Each Section/Subsection shall furnish the Association office with copies of meeting minutes, membership lists, and other pertinent papers.

## **Section 6**

All monies of a Section/Subsection shall be deposited with the Association office and shall be disbursed upon authorization of the Section Chairperson in accordance with its approved budget.

## **Section 7**

The official Sections of the Association are: Park Section, Recreation Section, Emeritus Section, Aquatics Section, Wisconsin Therapeutic Recreation Society Section, and Student Section.

## **ARTICLE X - REGIONAL BOUNDARIES**

### **Section 1**

The Regions of the Association are defined as follows:

#### **Region I**

(The Northwestern, West Central and Western Uniform State Districts) consisting of Adams, Ashland, Barron, Bayfield, Buffalo, Burnett, Clark, Crawford, Chippewa, Douglas, Dunn, Eau Claire, Florence, Forest, Iron, Jackson, Juneau, La Crosse, Langlade, Lincoln, Monroe, Oneida, Pepin, Pierce, Polk, Portage, Price, Rusk, Sawyer, St. Croix, Taylor, Trempeleau, Vernon, Vilas, Washburn, and Wood Counties.

#### **Region II**

(The Northeastern, Lake Winnebago and Lake Michigan Uniform State Districts) consisting of Brown, Calumet, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Marinette, Marquette, Menominee, Oconto, Outagamie, Shawano, Sheboygan, Waupaca, Waushara, and Winnebago Counties.

#### **Region III**

(The Southern Uniform State Districts) consisting of Columbia, Dane, Dodge, Grant, Green, Iowa, Jefferson, LaFayette, Richland, Rock, and Sauk Counties.

#### **Region IV**

(The Southeastern Uniform State Districts) consisting of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha Counties.

## **ARTICLE XI – COMMITTEES**

### **Section 1**

The President shall nominate chairpersons and or members of Committees, Task Forces, or Special Committees, with the approval of the Board. Committees and Task Forces shall be established and delegated authority only in accordance with current Wisconsin Law.



## **Section 2**

The President shall appoint such other committees or Task Forces as he/she deems necessary or as directed by the Board of Directors.

## **Section 3**

The structure of committees as well as terms shall be determined by policy.

## **Section 4**

All committees and task forces, upon appointment, shall be given a specific function to perform.

## **ARTICLE XII - PARLIAMENTARY AND CONTRACTURAL AUTHORITY, INDEMNIFICATION**

### **Section 1**

The Secretary/Treasurer shall serve as Parliamentarian for all meetings of the Association. Robert's Rules of Order (current revision) shall be the authority on all questions not specifically stated in the Association Articles of Incorporation or By-Laws.

### **Section 2**

Contractual agreements authorized by the Board of Directors will be signed by the Executive Director or a member designated by the Board of Directors for a specified agreement.

### **Section 3**

The Association shall to the maximum extent permitted under the Wisconsin Non-Stock Corporation law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director employee or agent of or volunteered services to the Association; or is or was serving at the request of the Association as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

### **Section 4**

The Association may supplement the right of indemnification under Section 3 by one or more of the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

### **Section 5**

A conflict of interest may exist when the interests of any 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 WPRA. Any possible conflict of interest shall be disclosed to the Board by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board, the

interested party shall not 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 or its Executive Committee, excluding the person who may have a conflict of interest.

### **ARTICLE XIII – NON-DISCRIMINATION**

WPRA 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 XIV - AMENDMENTS TO THE BY-LAWS**

#### **Section 1**

These By-Laws may be amended by a two-thirds majority affirmative vote of the voting members present and voting at an Annual or Special Meeting at which a quorum is present.

#### **Section 2**

Such amendments shall have been filed with the Executive Director at least sixty days prior to the meeting.

#### **Section 3**

The Executive Director shall, at least thirty days prior to the meeting at which action to change the By-laws will be considered, distribute to the membership a copy of the proposed changes and notification of its consideration at the Annual or Special Meeting.

*Revised and Approved at the May 9, 2007 WPRA Board of Directors Meeting.*

*Revised and Approved at the November 7, 2007 WPRA Annual Meeting.*

*Revised and Approved at the November 8, 2008 WPRA Annual Meeting.*

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