

CONSTITUTION AND BYLAWS
of the
NATIONAL ASSOCIATION OF COUNTY PARK AND RECREATION OFFICIALS
AS AMENDED - February 22, 2021

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 land 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 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 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. RETIREE MEMBERSHIP

An individual who is retired from a 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 3. 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 4. DUES

Dues for Association memberships, as described in this Article, 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.

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 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.

Any officer of the Board of Directors desiring to resign from his or her office shall submit a resignation in writing to the President, who shall in turn present it to the Board. The President and Immediate Past President will then solicit interest in the open officer position from the current Board membership and a recommendation will be made to the Board at a subsequent meeting for approval.

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 Executive Director 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 6. NOMINATIONS

A candidate for the Board of Directors must be an active member of the Association at least one year prior to nomination.

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 7. 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. 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 Executive Director 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 Executive Director, in the event of the Executive Director'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 Association, and for recommending revisions in such Rules and Bylaws as may be desirable, from time to time.

SECTION 8. STANDING COMMITTEES

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

(a) Legislation Committee:

This Committee shall consist of not less than three Board Members and Association 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. The committee will follow all IRS rules governing 501(c)(3) organizations in regard to limitations on lobbying. The Committee shall perform such other duties as requested by the Board of Directors.

(b) 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.

(c) Awards Committee:

This Committee shall consist of the Vice President as Chair and not less than three Board Members and Association 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.

(d) 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 President and Executive Director, at least 30 days before the Annual Meeting.

(e) Social Justice Committee

This Committee shall consist of not less than three Board Members and Association Members, and shall advocate for diversity, inclusion, and social justice in all areas of the Association, and use the

Association's influence to create a positive force for change in the field of parks, recreation and conservation.

(f) Professional Education Committee:

This Committee shall consist of the President-Elect as Chair, not less than two Board Members and Association Members, and the Executive Director, 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 Annual Meeting.

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

STAFF

SECTION 1. STAFF

The Association may retain a professional Executive Director to perform duties as specified within a contract between parties.

ARTICLE V

MEETINGS

SECTION 1. MEETINGS

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 District Forum, or in a virtual format. 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) 51% of 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 VI

PROFESSIONAL AFFILIATIONS

SECTION 1. NACo

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

SECTION 2. NRPA

- (a) The Association Representative to NRPA shall be appointed by the Association President to maintain communications and report back to the Board on relevant business.
- (b) The NRPA Staff Liaison shall be appointed by NRPA and is invited to serve on the Association’s Board of Directors as a non-voting member.
- (c) The NRPA Commission for Accreditation of Park and Recreation Agencies (CAPRA) representative shall be appointed by the Association President and will report back to the Board on relevant business.

ARTICLE VII

FINANCE

SECTION 1. FISCAL YEAR AND FINANCIAL STATEMENTS

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

The Association shall complete and disclose an annual financial statement prepared in accordance with generally accepted practices commensurate with total annual gross income.

ARTICLE VIII

AMENDMENTS

SECTION 1. AMENDMENTS

This Constitution and Bylaws may be amended at any Board 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 the Board 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.