



ARIZONA PARKS AND RECREATION ASSOCIATION

Arizona Parks and Recreation Association Bylaws



Arizona Parks and Recreation
Association

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Phoenix, AZ 85022

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www.azpra.org

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MISSION

To provide professional development, advocacy and resources to all who enhance quality of life through parks, recreation and environmental conservation.

VISION

To positively impact every parks and recreation professional in the state of Arizona.

VALUES

Leadership
Transparency
Inclusion
Collaboration
Enjoyment
Lifelong learning

TABLE OF CONTENTS

Arizona Parks & Recreation Association Bylaws Amended Dates

Article I – Name
Section 1 – Official Name
Section 2 – Jurisdiction
Section 3 – Office Location
Section 4 – Executive Committee

Article II – Purpose

Article III – Membership
Section 1 – Membership
Section 2- Categories
Section 3 – Voting
Section 4 – Written Ballots

Article IV – Membership Meetings
Section 1 – Annual Meetings
Section 2 – Special Meetings
Section 3 – Place of Meetings

Article V – Board of Directors
Section 1 – Number of Directors
Section 2 – Regular Meetings
Section 3 – Special Meetings
Section 4 - Notice
Section 5 - Quorum to Conduct Business
Section 6 – Manner of Acting
Section 7 – Action without a Meeting
Section 8 – Indemnification
Section 9 – Compensation
Section 10 – Resignation
Section 11 – Vacancies
Section 12 – Removal
Section 13 – Meetings
Section 14 – Loans to Directors and Vice President

Article VI – Election of Directors
Section 1 – Term of Directors
Section 2 – Nominating Process
Section 3 – Election of Directors and Vice President

Article VII – Duties and Responsibilities of the Board of Directors

Article VIII - Officers and Executive Director.....

Section 1 – Positions

Section 2 – Terms of Office and Eligibility

Section 3 – Election of Officers

Section 4 – Responsibilities of Officers (*details are found in the current manual of procedures*)

Section 5 – Responsibilities of the Executive Director

Section 6 – Removal

Section 7 – Vacancies

Article IX – Committees of the Board

Section 1 – Standing Committees

Section 2 – Ad Hoc Committees

Section 3 – Composition of Committees

Section 4 – Executive Committee

Section 5 – Limitation on Executive Committee

Article X – Association Organization

Section 1 – Committees of the Board

Section 2 – Regions

Article XI – Amendments

Section 1 – Bylaws

Section 2 - Notice

ARIZONA PARKS AND RECREATION BYLAWS AMENDED DATES

As Amended: May 12, 1972; December 1, 1978; November 19, 1979; November 20, 1981; December 1, 1982; September 21, 1984; September 29, 1985; September 7, 1987; September 20, 1993; September 14, 1994; March 31, 1997; September 10, 1998; September 9, 1999; August 30, 2004 and August 28, 2012.

ARTICLE I – NAME

Section 1 – Official Name

The name of this organization shall be ARIZONA PARKS AND RECREATION ASSOCIATION, INC. an Arizona Corporation, hereinafter referred to as “the Association” or “APRA”.

Section 2 – Jurisdiction

The Association’s jurisdiction shall include the state of Arizona. (See Article X, Section 2 – Regions)

Section 3 – Office Location

The main office shall be location as specified by the Board of Directors, hereinafter referred to as “the Board”. The known place of business of the Corporation, as required by A.R.S. 10.1008 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the know place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. 10.1008.

Section 4 – Executive Committee

The Executive Committee of APRA shall consist of the Executive Director of APRA, President, President-Elect, Vice President, Secretary and Treasurer.

ARTICLE II – PURPOSE

Section 1 – Purpose

The purpose of this Association shall be:

- A. To provide professional development, advocacy and resources to all who enhance quality of life throughout parks, recreation and environmental conservation.
- B. To operate as a nonprofit organization for the promotion, broadening and improvement of parks and recreation.
- C. To offer services which help members become the best parks and recreation service providers.
- D. To carefully adhere to all local, state and federal laws which apply to its operation.

ARTICLE III – MEMBERSHIP

Section 1 – Membership

Membership in this Association shall be open to all individuals and organization interested in the objectives and purposes of the Association, and upon payment of dues.

Section 2 – Categories

Categories of membership and corresponding dues amounts are set by the Board of Directors and listed in the Manual of Procedures and shall be subject to increase or decrease.

Section 3 – Voting

Each member shall be entitled to vote on the election of Directors and amendment of the Association’s Articles of Incorporation and Bylaws. Except as expressly set forth in these Bylaws, no member shall have the right to vote on any matters relating to the Corporation, and the business affairs of the Corporation shall be governed and controlled solely by the Board of Directors.

Section 4 – Written Ballots

Any action that the members may take at a meeting of the members may be taken without a meeting by written or electronic ballot pursuant to this Section. APRA staff will mail or electronically deliver a ballot to every member

entitled to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against the proposed action. An action shall be approved by ballot only if (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at the meeting of the members; and (2) the number of approvals received equals or exceeds the number of votes would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve the matter (other than election of directors), and specify the time by which the ballot must be delivered to the corporation in order to be counted, which time shall not be less than seven days after the corporation delivers the ballot.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1 – Annual Meetings

The annual meetings of the members of the Corporation shall be held at such time, on such day, and at such place as shall be fixed by the Executive Committee, for the purpose of announcing election results, and for the transaction of such other business properly coming before said meeting.

Section 2 – Special Meetings

Special meetings of the members, for any purposes, unless otherwise prescribed by statutes, may be called by the President or by majority of the Board of Directors, and shall be called by the President at the request in writing of five percent of the members. Such requests shall state the purposes of the proposed meeting.

Section 3 – Place of Meetings

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose of purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than ten (10) hours before the date of the meeting, by written notice delivered personally, by mail, or by other commercially acceptable means of business communications.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Number of Directors

The affairs of APRA shall be governed by a Board of Directors consisting fifteen total members. These positions are as follows: President; President-Elect; Vice President; Secretary; Treasurer; five regional representatives (members elected by voting membership in each of the five (5) geographic regions (North, South, East, West and Central) within the State of Arizona); three (3) committee chairs comprised of Program, Marketing, and Membership; a Young Professional who is younger than 35 years of age and have a minimum of 5 years' experience as a leader, instructor, supervisor, administrator, consultant, or a combination of these in the field of parks and recreation; and a representative from the Corporate Membership category. Each member of the Board of Directors shall be a member in good standing of APRA.

Section 2 – Regular Meetings

Regular Board meetings shall be held at least quarterly, on a schedule determined by the Board of Directors.

Section 3 – Special Meetings

The President or Vice President may call individually by the President or the Vice President or special meetings of the Board of Directors when requested by any two (2) Directors of the Board.

Section 4 – Notice

Notice of any meeting shall be delivered at least two (2) days before the meeting by written notice delivered personally, by mail, or by any other commercially acceptable means of business communication.

Section 5 – Quorum to Conduct Business

A majority (or 2/3) of the total number of voting Board members shall constitute a quorum at any meeting of the Board and may approve any matters not specifically designed elsewhere. Proxy voting shall be permitted at a meeting of the Board by any elected officer of a Committee where the Chair is unavailable.

Section 6 – Manner of Acting

The act of the majority of the directors entitled to vote present at a meeting at which quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by law, the Articles of Incorporation, or as otherwise provided in the Bylaws.

Section 7 – Action without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 8 – Indemnification

APRA shall indemnify and hold harmless the Officers, Directors, employees and volunteers of the Association to the extent permitted by Arizona law.

Section 9 – Compensation

Directors shall not receive compensation for their services, but may be reimbursed by APRA for authorize expenses and disbursements made on behalf of APRA. A Director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such services.

Section 10 – Resignation

Any director of the Association may resign at any time, by giving written notice thereof to the Association. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 11 – Vacancies

Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of the majority of the remaining directors entitled to vote, although less than a quorum, or by sole remaining director, at a special regular, or annual meeting. A director elected to fill a vacancy occurring in the Board of Directors shall hold office until the next election of directors.

Section 12 – Removal

A member of the Board of Directors may be removed, with cause, at a meeting called expressly for that purpose, by a vote of two thirds (2/3) of the Board of Directors entitled to vote.

Section 13 – Meetings

Meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 14 – Loans to Directors and Officers

Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officers who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

ARTICLE VI – ELECTION OF DIRECTORS

Section 1 – Term of Directors

The term of office for a Director position shall begin at the first scheduled meeting of each new calendar year.

Lengths of terms are as follows:

- A. One (1) year for Committee Chairs, Treasurer, and Secretary.
- B. Two (2) years for Regional, Young Professional, and Corporate representatives.
- C. Three (3) years for the office of the President, serving in the capacity of Vice President, President-Elect, and then President.

No elected Director may serve more than two (2) consecutive terms, except for the office of President which is a three year term as listed above. A former Director may be reelected after at least one year's absence from the Board.

Section 2 – Nominating Process

- A. Each year the Executive Committee shall prepare a slate of candidates for Board vacancies at least sixty (60) days prior to the election.
- B. Each year the Board Chairs shall prepare a list of Committee officers at least thirty days (30) days prior to the election.
- C. Any member in good standing of APRA may make additional nominations by filing a petition of signatures of at least 200 members in good standing. These petitions must be filed with the Secretary no less than forty-five (45) days prior to the election.

Section 3 – Election of Directors and Vice President

The election of Vice President and Regional Representatives will be conducted by ballot or distributed to the membership. The election will be open for thirty (30) days before the tabulation results. Elections will be completed approximately 90 days prior to the beginning of a term beginning in January. The positions of the Treasurer, Secretary, Young Professional and Company representatives will be recommended by the President-Elect and approved by the Board of Directors.

ARTICLE VII – DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 – Duties and Responsibilities

- A. The Board of Directors shall be the governing body of the Arizona Parks and Recreation Association (APRA).
- B. The Board shall approve the annual budget, set dues, assessments or other fees as identified in these Bylaws. These actions shall take a 2/3 majority of the Board.
- C. The Board shall ensure that the fiscal affairs of the Association are maintained in accordance with accepted accounting practices and its financial strength is adequate for current needs and for its long-range strategies. The Board shall further engage an independent Certified Public Accountant annual to prepare an audit or financial review of the financial records of APRA at the close of the fiscal year.
- D. The Board shall act upon the recommendations for the Executive Committee regarding the appointment, monitoring, appraisal and, if necessary, the discharge of the Executive Director of APRA. The Board shall establish "Policies and Procedures" for the Executive Director consistent with sound management practices.

- E. The Board shall work toward achieving its Mission through a process of strategic long-range planning. The Board will regularly evaluate its fulfillment of its Mission and services to its membership.
- F. The Board shall establish and maintain Policies and Procedures, including all rules and regulations, which shall support the governing, values and Mission of APRA.
- G. The Board shall exercise for APRA all powers, duties and authority vested in, or delegated to, APRA, except those reserved to the member.
- H. The Board shall have the power to establish and abolish Committees in accordance with Article IX, Section 1.
- I. The Board shall act upon the recommendation of committees.
- J. The Board shall maintain liability insurance for all activities sponsored by the Association.

ARTICLE VIII – OFFICERS AND EXECUTIVE DIRECTOR

Section 1 – Positions

- A. Elected Officers of APRA shall be President, President-Elect, Vice President, Secretary and Treasurer. The sequence of offices determines their seniority.

Section 2 – Terms of Office and Eligibility

- A. Officers are elected for a term of one year or until successors are elected, or at the pleasure of the Board. All officers must be members in good standing of the Association and be members of the current Board.
- B. To be eligible to run for the office of Vice President, individuals must have held a previous office, committee or Board position with APRA or from any other State’s Parks and Recreation Association.
- C. To be eligible to run for the office of Secretary or Treasurer, an individual must have been a member in good standing for no less than one year, and be an outgoing or past Committee or Branch (or Section/District) Chair, a current or past APRA Regional Representative, or a current or past NRPA Pacific Southwest Regional Council Representative.

Section 3 – Election of Officers

- A. Each year the Vice President will be elected by a majority vote of the general membership casting ballots. Each year the Regional Representatives will be elected to a two-year term (staggered year basis) by a majority vote of the general membership casting ballots. Results will be announced at the Annual Meeting.
- B. Each year, the Secretary, Treasurer, Young Professional and Company representative will be approved by a majority vote of the Board of Directors at least thirty (30) days prior to the annual workshop/training for new officers.

Section 4 – Responsibilities of Officers (Details found in the current Manual of Procedures)

- A. The President shall:
 - a. Preside at all meetings of the Executive Committee, the Board and the general membership.
 - b. Assist the Executive Director with the development of the agendas for Board of Directors and Executive Committee meetings.
 - c. Conduct the annual performance appraisal of the Executive Director and establish goals for the year.
 - d. Carry out all orders and resolutions of the Board
 - e. Sign all formal correspondence of the Association, other than daily operating items.
 - f. Oversee operations of the Membership Committee.
 - g. Work closely with the Executive Director in monitoring ongoing operational issues.
- B. The President-Elect shall:
 - a. In the absence of the President, discharge the duties of the President.

- b. Recommend appointments for the Treasurer, Secretary, Young Professional, and Corporate Representatives to the Board of Directors for their upcoming term as President.
 - c. Recommend Committee Chairs for the upcoming term as President.
 - d. Assist in the annual performance evaluation of the Executive Director.
 - e. Oversee operations of the Marketing Committee.
 - f. Assume the office of the President at the expiration of the term of the incumbent.
- C. The Vice President shall:
- a. In the absence of the President and President-Elect, discharge the duties of the President.
 - b. Coordinate the activities of the Program Committee.
 - c. Assume the office of the President-Elect at the expiration of the term of the incumbent.
- D. The Secretary shall:
- a. Keep accurate record of proceedings of all official meetings of the Association and the Board.
 - b. Distribute all notices in accordance with provisions of these Bylaws or as required by law.
 - c. Ensure that all records of APRA are properly kept and that all members' records are on file in the office of the Association.
- E. The Treasurer shall:
- a. Exercise an oversight role of the financial affairs of APRA to ensure that financial records are kept in accordance with generally accepted accounting principles.
 - b. Ensure that the timely and accurate financial records are presented to the Board.
 - c. Ensure that the financial records are audited or reviewed in accordance with these Bylaws.
 - d. Be the second signature, along with the Executive Director, on any Association checks in excess of \$5,000.
 - e. Coordinate all financial matters with the President and Executive Director.
 - f. Is the primary contact with the Committee Chairs in matters related to finance.
 - g. Maintain and analyze annual conference budget.

Section 5 – Responsibilities of the Executive Director

- A. Be accountable to the Board through services as the Chief Executive Officer of APRA.
- B. Be responsible for the day-to-day operations of APRA.
- C. Ensure that policies of the Board are effectively carried out.
- D. Operate within the Policies and Procedures established by the Board.
- E. Ensure that operations are in conformity with these Bylaws, APRA Policies and Procedures and applicable law.
- F. Sign contracts and other documents as necessary for the Association.
- G. Prepare agendas for the Board of Directors and Executive Committee meetings.
- H. Complete an Annual Report within 30 days of the closing of the fiscal year.
- I. The Executive Director shall not serve as a voting member of the Executive Committee or the Board.

Section 6 – Removal

Any officer may be removed, with or without cause, by a vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 7 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of the term.

ARTICLE IX – COMMITTEES OF THE BOARD

Section 1 – Standing Committees

The Board shall establish Standing Committees whose duties shall be defined in the Manual of Procedures. The Standing Committee shall make policy recommendations to the Board for approval.

Section 2 – Ad Hoc Committees

Ad Hoc Committees may be established by the President from time to time to assume specific, short-term responsibilities. When established, the Committees charge and deadline for completion of assigned tasks are to be approved by the Board.

Section 3 – Composition of Committees

All Chairs of Standing or Ad Hoc Committees of the Board shall be members in good standing and appointed by the President or President Elect.. Committee members are appointed by the Chair. Committee Chairs report to the Board. The Board of Directors, with or without cause, may dissolve any committee or remove any members at any time.

Section 4 – Executive Committee

- A. The officers of the Board shall serve as the Executive Committee.
- B. The Executive Committee shall serve at the discretion of the Board.
- C. The Executive Committee shall recommend, for approval by the Board, individuals to fill vacancies on the Board or the Executive Committee.
- D. The Executive Committee shall make recommendations to the Board regarding the employment of the Executive Director.

Section 5 – Limitations on Executive Committee

The Executive Committee shall not have the authority of the Board of Directors in reference to the following matters:

- A. The filling of vacancies on the Board of Directors or in any committee of the Board of Directors
- B. The amendment or repeal of the Corporations Articles of Incorporation or Bylaws or the adoption of new Articles of Incorporation or Bylaws
- C. The fixing of compensation of directors for serving on the Board of Directors or on any committee of the Board of Directors
- D. The liquidation or dissolution of the Corporation, or the transfer, disposition, or encumbrance of the properties or assets of the Corporation other than in the ordinary course of the Corporation's business.

ARTICLE X – ASSOCIATION ORGANIZATION

Section 1 – Committees of the Board

Three primary Committees are established to handle many of the business and operational functions of the Association. Each Committee is comprised of a Chair, Vice Chair, Treasurer and Secretary. Funds will be allocated to the various committees at the beginning of each budget cycle with the intentions that each committee will sustain their operations, or increase revenue for the Association.

Program Committee - The objective of the Program Committee is to provide professional development for all members statewide. This Committee will also offer services that help members become the best parks and recreation service providers.

Membership Committee – The objective of the Membership Committee is to increase and retain membership of the Association. This Committee will also recommend membership fee structures from time to time and seek benefits that increase value of the membership.

Marketing Committee – The objective of the Marketing Committee is to provide support to the other two committees and Association through promotion, broadening and improvement of parks and recreation.

- A. Submit an action plan to the Board of its planned activities for the coming year. All activities in the plan will support the main mission of APRA.
- B. All Committee funds will be held by APRA.
- C. Each Committee will submit an annual budget to the Board.
- D. Each Committee will have representation on the Board of Directors through the Committee Chair.
- E. Board voting proxy may be delegated by the Chair to any Committee officer.

Section 2 – Regions

The secondary organization unit of the Association will be the geographic region. There will be five (5) regions (North, South, East, West and Central) each with representation on the Board of Directors. Regions will be divided by the following counties:

1. East Region includes Apache, Navajo, Greenlee, Cochise and Graham counties
2. North Region includes Coconino, Yavapai, and Gila Counties
3. Central Region includes Maricopa County
4. South Region includes Pinal, Pima and Santa Cruz counties
5. West Region includes Yuma, La Paz and Mohave counties

The Executive Committee will nominate a Director from the members-at-large within each Region to be elected by the entire membership.

- A. The Regional Director will represent issues relative to his/her area of representation.
- B. Other than having representation on the Board, Regions will not be structured as an organized entity of the Association.

ARTICLES XI – AMENDMENTS

Section 1 – Bylaws

These Bylaws may be amended by general membership. A majority vote of the members ballots cast is required.

Section 2 – Notice

Members shall be given written notice of proposed changes and be given at least thirty (30) days to vote.