ARTICLE I  Membership
Section 1: The membership in this Society shall be designated as either Professional, Board/Commission/Friends Group, Agency, Associate, Friend, Student, Commercial/Corporate, Retiree, Patron, Life, or Honorary.

Section 2: Professional members shall be those who are engaged in full-time recreation and park service.

Section 3: Board/Commission/Friend members shall be recreation and/or park boards and commissions of political subdivisions of the Commonwealth of Pennsylvania or board of directors of non-profit recreation-related organizations.

Section 4: Agency members shall be staff of any recreation and/or park related agency, including government, non-profit therapeutic, educational, or private organization or institution that provides such services.

Section 5: Associate members shall be any interested persons or organization members including part-time or seasonal employees, volunteers, and individual board and commission members.

Section 6: Retired members shall be individuals previously employed in the recreation and/or park field.

Section 7: Student members shall be those individuals attending educational institutions on a full-time basis preparing for any phase of recreation and park work.

Section 8: Commercial/Corporate members shall be those business firms interested in the park, recreation and leisure services field.

Section 9: Patron members shall be those individuals or organizations interested in assisting the Society in the attainment of its aims and objectives.

Section 10: Life members shall be those individuals choosing a lifetime membership in the Society.

Section 11: Persons or groups who are eligible for membership in this Society must submit a formal application to the PRPS Office accompanied by dues for the membership year.

Section 12: Honorary membership shall be based on any important contribution to the advancement and development of recreation and parks. All candidates for Honorary Membership must first receive the approval of the Board of Directors. Honorary membership shall be entitled to all privileges enjoyed by other Society members and as listed in the Guidelines for Honorary Membership.

Section 13: All members in good standing shall have the right to vote and hold elected and
appointed offices.

Section 14: Friend members shall be individuals that wish to support the Society in advancing recreation and parks in Pennsylvania. Member benefits for the Friend category to be determined by the Board of Directors.

ARTICLE II  Dues
Section 1: The annual dues will be payable for the membership year January 1 through December 31. New persons joining the Society after June 1 through September 30 may pay one-half the annual dues for the period from June 1 to December 31. New members joining after September 30 shall pay full annual dues which will cover the period from October 1 to December 31 and the next membership year from January 1 to December 31. The dues for membership in the Pennsylvania Recreation and Park Society, Inc., shall be determined by the Board of Directors and approved by a majority consensus of those members responding by mail or electronic ballot, or by a majority of the members present and voting at any meeting of the Society, provided at least two weeks notice of dues change shall be given to the members entitled to vote.

Section 2: The PRPS Office shall bill each member or group for their dues. Any member or group who fails to pay their annual dues within 90 days after being billed, shall automatically dropped from membership and shall forfeit all rights and privileges of membership in the Society. They may be restored to full membership upon full payment of annual dues.

Section 3: Any member, group or officer wishing to resign may do so by submitting a written notice to the Society Secretary.

ARTICLE III  Meetings
Section 1: All meetings shall be held at the call of the President, or by a written request to the President, signed by five members in good standing and at such places as may be selected with the advice and approval of the Board of Directors. At least two weeks notice of all meetings must be given.

Section 2: All meetings of the Board of Directors shall be held at the call of the President. A minimum of four (4) meetings shall be called annually.

Section 3: The annual meeting shall occur at the Annual Conference of the Society and the newly elected officers shall assume their duties immediately upon the close of this meeting.

Section 4: A record shall be kept of any and all official actions taken by the Board of Directors in the form of Meeting Minutes. The Meeting Minutes will be reviewed for accuracy and approved by the Board of Directors. Following approval, the Meeting Minutes will be posted on the PRPS website.

Section 5: The presence or participation, including voting and taking other action, at a meeting by conference telephone or other electronic means shall constitute the presence of the member.

Section 6: Business conducted at all formal meetings shall follow parliamentary procedures outlined in Roberts Rules of Order.

ARTICLE IV  Duties of Executive Committee
Section 1: The Executive Committee may meet prior to each Society Board of Directors meeting and as otherwise called by the President. The Executive Committee shall review and make recommendations on matters of Society business and take action when deemed necessary due to time constraints. The Executive Committee shall report on all actions at the next Board of Directors Meeting.

Section 2: The President of the Society shall act as presiding officer at the meetings of the Society and the Board of Directors, and he/she shall perform such duties as ordinarily pertain to his/her office. The President or member appointee of the President shall represent The Pennsylvania Recreation and Park Society, Inc., at state, district and national meetings on matters of vital interest to the profession. The President shall upon the assumption of office appoint governing Committee Chairpersons and Section Chairpersons to serve a two-year term and may recommend to the Chairperson the committee composition. The President shall
also assign Board Members as liaison between committees and the Board of Directors.  

Section 3: The President-Elect shall assist the President in his/her duties when called upon. He/she shall perform the duties of the President in his/her absence and shall chair the Society’s Membership Committee. 

Section 4: The Secretary shall be legal custodian of all records of the Society. He/she shall take minutes of all meetings. Upon retirement from office shall turn over all property, books and records to the PRPS Office staff.  

Section 5: The Treasurer shall make periodic accounting of receipts and disbursements to the Society. The Society’s financial records shall be audited at the end of each fiscal year. Upon retirement from office, shall turn over all property, books, and records to the PRPS Office staff.  

Section 6: The Chief Executive Officer shall perform such duties as may be assigned to him/her by the Board of Directors and need not be from the membership of the Board or member of the Pennsylvania Recreation and Park Society, Inc. His/her duties shall include, but not be limited to, develop or oversee the development of plans, programs, policy statements and financial and other reports and proposals to and for the consideration of the membership and the Board; he/she shall have broad discretion, the power to execute the program of the Society and the policies and directions of the membership and the Board; he/she shall have control of the staff of the Society, including the hiring and discharging of employees, in accordance with such budgetary and other conditions as may be determined by the membership of the Board. The Chief Executive Officer shall not be a member of the Board of Directors and while he/she may participate in the meetings of the Board of directors, the Chief Executive Officer shall not be entitled to the voting privileges of the Board. 

ARTICLE V Term of Office  

Section 1: All elected officers shall be elected for a term of office as provided for in Article V, Section 1, of the Constitution or as here in under provided. Incumbents may be re-elected. 

Section 2: Persons elected as Directors to the Board of Directors shall be elected for two (2) year terms or until their successors are elected.  

Section 3: Branch Presidents, duly elected by their respective memberships, shall automatically become members of the Board of Directors of the Society.  

Section 4: Vacancies on the Board of directors occurring other than by expiration of term, shall be filled by the Board of Directors for the unexpired term of the vacated membership.  

Section 5: The Educators Director on the Board of Directors shall be elected for a two (2) year term by the Board of Directors of the Pennsylvania Recreation and Park Society, Inc. upon the recommendation of the Society’s Executive Committee. Persons eligible to serve as the Educators Director shall be members of the Society who are employed as recreation and park instructors at educational institutions in Pennsylvania that prepare students for any phase of recreation and park service.  

Section 6: Authorized Districts shall be represented on the Board of Directors by the elected District Representatives who shall serve on the Board of Directors for a period encompassed by his/her term.  

Section 7: Section Chairpersons shall be appointed by the President of PRPS and serve two (2) year terms.  

ARTICLE VI Duties of the Board of Directors  

Section 1: The Board of Directors shall have general charge and management of the affairs, funds, and property of the Society. The Board shall have full power, and it shall be the Board’s duty to carry out the purposes of the Society according to its Articles of Incorporation, Constitution and Bylaws.  

Section 2: The Board of Directors may authorize the employment and determine the compensation of such persons as it considers necessary to carry out the purposes and policies of the Society.  

Section 3: Members of the Board of Directors shall not receive any compensation for their services as such, but they may be reimbursed
for actual expenses incurred by them in the performance of the duties as a Director on behalf of or for the benefit of the Society.

Section 4: The Board of Directors may adopt rules and regulations not inconsistent with the Articles of Incorporation the Constitution and the Bylaws for the conduct of the affairs of the Society, and they may alter, amend or repeal any such rule or regulation. The permanent records of the Society, including but not limited to meeting minutes and action taken by the Board of Directors, shall be maintained at the offices of the Society under the responsibility of the Chief Executive Officer.

Section 5: The Board of Directors shall approve all Honorary memberships to the Society.

ARTICLE VII Code of Ethics

Section 1. Code of Ethics. Membership in the Pennsylvania Recreation and Park Society carries with it special responsibilities to the public at large and to the specific communities and agencies in which recreation and park services are offered. As a member of the Pennsylvania Recreation and Park Society, I accept and agree to abide by this Code of Ethics, and pledge to conduct myself in a professional manner consistent with the following principles:

A. To adhere to the highest standards of integrity and honesty in all public and personal activities to inspire public confidence and trust.

B. To strive for personal and professional excellence and to encourage the professional development of associates and students.

C. To strive for the highest standards of professional competence, fairness, impartiality, efficiency, effectiveness, and fiscal responsibility.

D. To avoid any interest or activity which is in conflict with the performance of job responsibilities.

E. To promote the public interest, to support equal opportunities, and to avoid personal gain or profit from the performance of job duties and responsibilities.

ARTICLE VIII Removal of Officer or Expulsion of Member

Section 1: The Pennsylvania Recreation and Park Society, Inc. shall be guided by the adoption of the Society’s “Code of Ethics” as its established standard of professional right and wrong conduct or behavior and officers shall perform duties as specified in the Bylaws.

Section 2: Judicial process and grievance procedure. The Board of Directors shall follow the below listed actions as grievances are registered:

A. Procedure—Alleged grievances from or against an officer or member shall be accepted by the Board of Directors by a written statement from any member in good standing. Alleged grievances regarding the conduct of an officer or member shall be set forth in sufficient detail to give the officer or member a fair opportunity to understand, deny, or disprove the allegation. Exhibits may be attached.

B. Interpretation—The written statement shall:

(1) Identify the parties to the alleged grievance and include membership affiliation.

(2) Explain the nature of the alleged grievance, setting forth principles of the Code of Ethics concerned.

(3) Be signed to be an official grievance.

(4) Be acknowledged by the President within twenty (20) working days upon receipt of a grievance from the complaints. Copies of the grievance and acknowledgment shall be sent by personal delivery or by registered or certified mail to those individuals cited within the grievance and to all members of the Board.

C. Implementation—The Board of Directors shall:

(1) Allow respondent officer or member thirty (30) days, after personal delivery or mailing of the notice of a statement of charges, to file a written answer. If the respondent officer or member fails to file a written answer the allegations shall be considered to be admitted.

(2) After thirty (30) days, or within two (2) weeks of answer from respondent, meet to establish the need for judiciary process. Reconvene at any time, any hearing, upon receipt of new information relative to the grievance.

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Section 3: Rules of Hearing.
A. The respondent officer or member shall have:
   (1) Reasonable opportunity to be heard in his/her own defense.
   (2) Right to be represented by counsel.
   (3) Right to present witnesses and evidence.
B. The Board of Directors shall:
   (1) Present changes and evidence in the presence of the accused, unless the officer or member waives the right to be present or fails to appear after receiving the notice.
   (2) Not be bound by the rules of evidence applicable in courts of law.
   (3) Accept all findings and recommendations by a majority vote of directors present.
   (4) Hold hearings in closed session except for the Board of Directors, attorneys, the accused, and those persons giving testimony (one at a time). Confidentiality shall be maintained at all times.
   (5) Have the President, or President-Elect in case of conflict-of-interest or absence, prosecute The Pennsylvania Recreation and Park Society, Inc. Witnesses must be called and may be cross examined.
   (6) Permit oral Arguments.
   (7) Have written minutes of hearing kept by the Secretary of the board. Copies will not be made available except to the person accused, in violation, or acquitted.
   (8) Decide upon, and inform the officer or member cited, of the disciplinary action to be taken at the hearing, unless the member waives the right to be present or fails to appear after receiving the notice.
   (9) Allow for continuances or recess for reasonable cause. NOTE: Any party to the review may submit written objection of the review to the President of the Board of Directors. These objections must be submitted within thirty (30) working days after the notice of action has been submitted.
Section 4: No accused person shall sit as member of the Board of Directors during grievance discussions concerning himself or herself.
Section 5: A majority vote of the members of the Board of Directors is required to remove officer from office or expel a member from the Society.

ARTICLE IX  Duties of Governing Committees
Section 1: Chairpersons of Governing Committees shall be chosen from among the active membership. A member of the Board of Directors shall be appointed to each governing committee as a liaison.
Section 2: Constitution and Bylaws Committee. It shall study the Constitution and Bylaws and make recommendations from time to time for amendments and revisions to the Constitution and Bylaws. It shall authenticate the constitutionality of any action taken by the Society or its officers. The PRPS Office shall publish the current Constitution and Bylaws on the PRPS website.
Section 3: Nomination Committee. This Committee shall secure nominees for all elective officers as outlined in Article IV (Board of Directors) Section 1 and Article V (Executive Committee) Section 1 of the Constitution, and Article I (Membership) Section 2 and 3, Article V (Term of Office) Section 1 and 2, Article XI (Nomination and Election Procedures) Sections 1,2,3,4,5 of the By-Laws. The Committee shall be comprised of at least one representative from each Branch and District with the Chair to be appointed by the President.
Section 4: Recognition and Awards Committee. Shall have the duty of presenting to the Board of Directors for recognition and/or award any member who has made outstanding contributions to the cause and growth of the Society. It shall also be within the province of this Committee to review award recommendations for persons outside the Society who have made significant contributions to recreation and parks. The committee shall be comprised of at least one representative from each Branch and District with the Chair to be appointed by the President.
Section 5: It shall be the duty of each Committee Chairperson to keep a file of activity pertaining to recommendations, progress reports, committee reports and any other data
pertinent to the operations of his/her committee. Upon the appointment of a successor, each Chairperson shall turn over to the PRPS Office staff this file of activity so that a continuity of action may be maintained. It shall further be the duty of each Committee Chairperson to submit a written report of the Committee’s activities and recommendations to the Secretary of the Society at each meeting.

ARTICLE X  Duties of Joint Governing and Operating Committees
Section 1: Chairpersons of Joint Governing and Operating Committees shall be chosen jointly by the President of the Board and the CEO from among the active membership.

Section 2: Finance Committee. It shall be the duty of this committee to recommend the financial policy of the Society and direct ways and means of obtaining funds under constitutional authority. This Committee shall also be charged with the duty of recommending the annual budget.

Section 3: Governmental Affairs Committee. It shall monitor all legislation concerning recreation and parks in the Commonwealth of Pennsylvania and act in the interest of the Society when legislation is introduced having influence on recreation, parks, conservation and related matters. The Governmental Affairs Committee shall study the needs of the profession and recommend legislative advocacy necessary to attain the aims and objectives of the Society.

Section 4: Membership Committee. It shall solicit persons in the recreation, parks and allied fields to become members of the Society. The Committee shall be responsible for developing and implementing an annual Membership Recruitment and Retention Plan.

ARTICLE XI  Nomination and Election Procedures
Section 1: The President-Elect shall automatically succeed the President at the completion of his/her term and shall serve two full years. Should the President-Elect be appointed to fill an unexpired term of President, this service shall not count as a full term.

Section 2: There shall be elected biannually during the odd numbered years a President-Elect, a Secretary, a Treasurer, one (1) Educators Director.

Section 3: The Nominating Committee shall place in nomination at the fall meeting a slate of officers. All persons nominated shall agree to accept the duties and obligations of office, if elected.

Section 4: The PRPS Office staff shall prepare a ballot carrying the names of all candidates properly nominated for the Society offices, with space for the voter to write in additional names. Electronic or paper ballots will be distributed with a period of at least 30 days before the voting deadline. The CEO will verify the accuracy of the vote counts.

Section 5: All ballots received up to the end of the balloting period shall be counted. The persons receiving the highest number of votes for each office/position shall be declared elected.

Section 6: When a completed ballot presents a tie, each member of the Board of Directors will be issued a blank ballot. Each of the members of the Board of Directors shall vote secretly for one of the tied candidates. The person winning this vote by at least a majority of one shall be declared the winner of the membership vote. No announcement of any results of the original ballot shall be made until the tie is broken, and the winners of all offices reported to the membership in a normal sequence of reporting the total ballots results.

ARTICLE XII  Order of Business
Section 1: The order of business as of all meetings of the Society shall be as follows: A. Call to Order B. Roll Call C. Approval of Minutes of Previous Meeting D. Financial Report E. Business Action Items F. Communications and Reports G. Adjournment

Section 2: All parliamentary business not
covered by these Bylaws shall be governed by
the current issue of Robert’s Rules of Order.

ARTICLE XIII Branches
Section 1: Branches must abide by the
Constitution and Bylaws of The Pennsylvania
Recreation and Park Society, Inc.

Section 2: Members of Branches shall be
members in good standing of The Pennsylvania
Recreation and Park Society, Inc.

Section 3: Branches may establish regulations,
in accordance with the Branch Operating
Procedures, which shall be approved by a two-
thirds vote of the members present and voting
at any regular scheduled meeting of the Society.

Section 4: Branches shall elect officers annually
at the Annual Conference.

Section 5: The officers of the Branches shall be
those as outlined in the Branch Operating
Procedures.

Section 6: The governing body of the Branches
shall be known as the Executive Committee and
shall be composed of those individuals as
described in the Branch Operating Procedures.

Section 7: The President shall call and preside
over all Branch meetings and Executive
Committee meetings. He/She shall appoint
committees in accordance with the Branch
Operating Procedures.

Section 8: All business between meetings of the
Branch shall be conducted by the Executive
Committee.

Section 9: Business at all formal meetings of any
bonafide Branch shall follow parliamentary
procedures outlined in Roberts Rules of Order.

Section 10: Any group desiring to affiliate with
The Pennsylvania Recreation and Park Society,
Inc. as a Branch shall make such a request in
writing to the membership through the
President of the Society in accordance with the
following criteria:
A. Any group desiring to affiliate with the
Pennsylvania Recreation and Park Society, Inc.
shall state their organization objectives, how
their needs are not currently being met under
the present structure of PRPS, and how the
group will interact with the objectives of PRPS.
B. Any group seeking membership must have a
minimum of 25 members. Branch membership
in subsequent years shall be maintained at a
minimum of 40 members with the branch as
their primary affiliation to maintain full branch
status. This membership requirement may be
waived if the group can satisfactorily
demonstrate to the PRPS Branch Membership
Review Board that their total membership
although below the 40 minimum exceeds 80
percent of all practicing professionals within
their specialty interest.
C. A minimum of two (2) general branch
membership and one (1) branch Executive
Committee meetings shall be conducted
annually with minutes being filed following
approval with the PRPS Board of Directors; all
elected offices as called for in the branch
operating procedures shall be filled.
D. Any group seeking membership as a branch
shall serve a one (1) year organizational period
starting from the date of being given branch
status in PRPS.
E. New and present branches shall be required
to maintain the membership requirements;
meet the required meeting standards; and
maintain a full slate of officers in accordance
with the Branch Operating Procedures or be
subject to the following conditions:
(1) That branch shall be placed on a one year
probation by the Board for the purpose of
reorganization.
(2) Any branch on probation may continue with
representation on the PRPS Board of Directors
but shall not have voting rights during that
period.
(3) Two (2) Successive years of probation shall
be reason for loss of branch membership status
with PRPS with individual members joining
other current branches as their primary
affiliation.
(4) The PRPS President shall appoint a Review
Board of branch presidents not on probation
chaired by the PRPS Past President. It shall be
the responsibility of the PRPS Branch
Membership Review Board to determine if
there were any extenuating circumstances
which caused loss of membership status by the
group filing the appeal. Furthermore, the PRPS

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Branch Membership Review Board shall provide appropriate recommendations to the PRPS Board of Directors on any appeal.

(5) Any Branch which has lost its membership status with PRPS may refile a request for membership status no sooner than three (3) years from the date the branch has been dissolved.

Section 11: Branch Presidents, duly elected by their respective membership, shall automatically become members of the Board of Directors of the Society. New branches shall have one representative serve on the Board of Directors of the Society during the organizational period.

ARTICLE XIV  Sections
Section 1: Sections must abide by the Constitution and Bylaws of The Pennsylvania Recreation and Park Society, Inc.
Section 2: Members of Sections shall be members in good standing of The Pennsylvania Recreation and Park Society, Inc.
Section 3: Sections may establish regulations, which shall be approved by the Board of Directors.
Section 4: Any group desiring to affiliate with The Pennsylvania Recreation and Park Society, Inc. as a Section shall make such a request in writing to the membership through the President of the Society in accordance with the following criteria:
Any group desiring to affiliate with the Pennsylvania Recreation and Park Society, Inc. shall state their organization objectives, how their needs are not currently being met under the present structure of PRPS, and how the group will interact with the objectives of PRPS.
Any group seeking membership status as a Section must have a minimum of 25 members. Sections shall further be required to maintain the minimum membership of 25 in subsequent years. This membership requirement may be waived if the group can satisfactorily demonstrate to the PRPS Branch and Section Membership Review Board that their total membership, although below the 25 minimum, exceeds 80 percent of all practicing professionals within their specialty interest.
A minimum of two (2) general Section membership and one (1) Section Executive Committee meetings shall be conducted annually with minutes being filed following approval with the PRPS Board of Directors.
Any group seeking membership as a Section shall serve a one (1) year organizational period starting from the date of being given Section status in PRPS.
Officers for Sections are not required, but may be elected by their membership if so desired. Sections shall follow the guidelines for the election process and other operating procedures as noted in the Branch Operating Procedures, with the following exceptions: no President nor President-Elect shall be elected, since the Chairperson for the Section is appointed by the President of the Society; the Section Chairperson will not be a voting member of the Board of Directors, thus no proxy vote will be allowed in the Chairperson’s absence by another section representative; and references to “President” shall be applicable to the Section Chairperson
New and present Sections shall be required to maintain the membership requirements, and meet the required meeting standards. Sections must meet all requirements or be subject to the following conditions:
That section shall be placed on a one year probation by the Board for the purpose of reorganization;
Any section on probation may continue with representation on the PRPS Board of Directors.
Two (2) successive years of probation shall be reason for loss of section membership status with PRPS with individual members joining other current branches or sections as their primary affiliation.
The PRPS President shall appoint a Review Board of branch and section presidents not on probation chaired by the PRPS Past President.
It shall be the responsibility of the PRPS Branch and Section Membership Review Board to determine if there were any extenuating circumstances which caused loss of membership status by the group filing the
appeal. Furthermore, the PRPS Branch and Section Membership Review Board shall provide appropriate recommendations to the PRPS Board of Directors on any appeal. Any section which has lost its membership status with PRPS may refile a request for membership status no sooner than three (3) years from the date the section has been dissolved.

Section 5: Section Chairpersons, upon appointment by the PRPS President, shall immediately become an ex-officio member of the Board of Directors. New Sections shall have one representative serve on the Board of Directors of the Society during the organizational period.

ARTICLE XV  Districts

Section 1: Districts must abide by the Constitution and Bylaws of The Pennsylvania Recreation and Park Society, Inc.

Section 2: Members of Districts shall be members in good standing in The Pennsylvania Recreation and Park Society, Inc.

Section 3: Bonafide Districts shall elect officers annually at the Annual Conference.

Section 4: The officers of the Districts shall be those as outlined in the District Operating Procedures.

Section 5: The governing body of the District shall be known as the Executive Committee and shall be composed of those individuals as described in the District Operating Procedures.

Section 6: The President shall call and preside over all District meetings and Executive Committee meetings. He/She shall appoint committees in accordance with the District Operating Procedures.

Section 7: All business between meetings of the District shall be conducted by the Executive Committee.

Section 8: Business at all formal meetings of any bonafide District shall follow parliamentary procedures outlined in Roberts Rules of Order.

Section 9: District Presidents, duly elected by their respective membership, may serve as members of the Board of Directors of the Society; or, each District may duly elect another member to represent the District on the Board of Directors.

ARTICLE XVI  Administration of Property

Section 1: The Society shall have the power to acquire, hold, administer, sell, lease, invest, reinvest, retain or otherwise dispose of or deal with any sets or property of the Society, real or personal, including securities or income thereof, as the membership or the Board may from time to time determine, except as may otherwise be required by the instrument of transfer. The Society shall have the power, also, to receive, utilize and make donations and grants for purposes consistent with Section 1 of Article II of the Constitution. The membership or the Board shall not authorize any investment that may not be lawfully made by a trust company in the Borough of State College, Pennsylvania, or in such other jurisdiction in which the property is to be found, except that any investment may be made that is authorized by the instrument of donation or transfer, and the Society may retain any property offered to and accepted by the Society.

ARTICLE XVII  Fiscal Year

Section 1: The fiscal year of the Society shall commence on the first day of each calendar year.

ARTICLE XVIII  Indemnity of Board of Directors and Officers

Section 1: The membership of the Board is authorized to indemnify any members of the Board of Directors or officer of the Society, or any person who may have served at its request as a Board member or officer of this Society against expenses actually and necessarily incurred by the Board member or officer in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Board member officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties.
ARTICLE XIX  Non-discrimination  
Section 1: The Society shall not discriminate in any manner against any person by reason of race, color, sex, sexual orientation, national origin, religious or political affiliation, ancestry, age or handicap. The Society shall take a positive approach to assure each individual equal opportunity for membership, election, and participation in the activities of the Society.

ARTICLE XX  Dissolution  
Section 1: Powers of Board of Directors. The Board of Directors of The Pennsylvania Recreation and Park Society, Inc. shall have full power to wind up and settle the affairs of the Society in the event of a voluntary dissolution proceeding.  
Section 2: Notice to Creditors and Taxing Authorities. After the filing with the Department of State of articles of election to dissolve, the Board of Directors shall immediately cause notice of the winding-up proceedings to be officially published and to be mailed by certified or registered mail to each creditor and claimant and to each local government in State College, Pennsylvania.  
Section 3: Winding Up and Distribution. The Board of Directors shall, as speedily as possible, proceed to collect all sums due to the Society, to convert into cash all corporate assets the conversion of which into cash is required to discharge its liabilities, to collect the whole or so much as may be necessary or just of any amounts remaining unpaid on subscriptions for membership, and, out of the assets of the Society, to discharge or make adequate provision for the discharge of all liabilities of the Society, according to their respective priorities. Any surplus remaining after paying or providing for all liabilities of the Society shall be distributed by the Board of Directors in accordance with the non-profit corporation law of the Commonwealth of Pennsylvania, and not to be inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code.  
Section 4: Judicial Supervision of Proceedings. The Board of Directors at any time during the winding up proceedings may, by petition, apply to the court to have the proceedings continued under the supervision of the court, and thereafter the proceedings shall continue under the supervision of the court.  
Section 5: Distribution of Property Committed to Charitable Purposes. If the assets of the Society include any property committed to charitable purposes, the Board of Directors shall apply to the court for an order in accordance with the laws of the Commonwealth of Pennsylvania, specifying the disposition of the property.

ARTICLE XXI  Amendments  
Section 1: These By-Laws may be amended by the Board of Directors after receiving a majority consensus of those present and voting at any meeting of the Society, provided at least two (2) weeks notice of such amendments shall be given to the members entitled to vote.  
Section 2: Branch and District Operating Procedures may be amended by the Board of Directors.