



Bylaws

Amended November 16, 2022

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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 be 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 a consensus and collaboration based decision-making process using a simple "first," "second," and "vote" procedure of motions.

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 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: 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 4: 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 their 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.

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 charges 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 for 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: Leadership Development 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 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 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.

Section 5: Diversity, Equity, Inclusion (DEI) Committee. It shall assess, evaluate, recommend, and assist in implementing DEI strategies among all PRPS operations, PRPS members, and the public they serve.

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: During odd numbered years, the PRPS membership shall elect the four positions of President-Elect, Secretary, Treasurer, and one Director-at-large. During even-numbered years, the PRPS membership shall elect the second Director-at-large position; and the three new District Presidents, separately elected by each of the Districts' members, and installed as District representatives to the Board of Directors. At the first election of Directors-at-large in 2023, one shall be elected for a two-year term, and the other for a one year term to

establish the correct elective frequency of the two positions.

Section 3: The Leadership Development 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 general 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

ARTICLE XIII 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: District Presidents, duly elected by their respective membership, will serve as members of the Board of Directors of the Society during their terms of office.

ARTICLE XIV 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 Township of Ferguson, Centre County, 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 XV Fiscal Year

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

ARTICLE XVI Indemnity of Board of Director 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, suite 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, suite or proceeding to be liable for negligence or misconduct in the performance of duties.

ARTICLE XVII 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 XVIII 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 XIX 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 one (1) week's notice of such amendments shall be given to the members entitled to vote.

Section 2: District Operating Procedures may be amended by the Board of Directors.