

BY-LAWS of Connecticut Recreation and Parks Association

Revised June 10, 1993, December 9, 1993, May 2001, June 2004, June 2005, February 2007, August 2008, September 2009, October 2012, November 2013.

Article I – Name

The name of this organization shall be the Connecticut Recreation and Parks Association, Inc. (the “Association”). The Association is an affiliate of the National Recreation and Parks Association. The name of the Association shall appear on all publications and official correspondence.

Article II – Office

The principal office of the Association shall be located in a centrally located community within the State of Connecticut.

Article III - Mission Statement

To provide a network of support to our members through professional development and resources in order to enhance the quality of recreation and parks services in Connecticut.

Article IV - Members

Section 1: There shall be two (2) classes of members: Group and Individual. There shall be four (4) subclasses of Group members and six (6) subclasses of Individual members as set forth in Article IV, Section 2 and 3. All subclasses of members (excluding the student subclass) are entitled to the right of voting and holding office within the Association and shall receive all publications and discounts.

Section 2: Group Members; Qualifications:

AGENCY MEMBERS: Shall be Park & Recreation Departments/Agencies. The Agency membership includes membership for the Department/Agency Director and up to nine (9) individual memberships for Citizen/Board Members.

GROUP PROFESSIONAL MEMBERS: Shall be at least three (3) professional members from one park and recreation agency/department.

COLLEGE/UNIVERSITY MEMBERS: Shall be faculty members from public or private educational institutions.

CORPORATE MEMBERS: Shall be companies that provide equipment, supplies, services, and programs to people in the parks and recreation field.

Section 3: Individual Membership

PROFESSIONAL MEMBERS: Shall be individuals principally engaged in professional recreation or park service under public, commercial, private or voluntary sponsorship.

CITIZEN / BOARD MEMBERS: Shall be those lay citizen members of recreation and parks or commissions who seek to support the objectives and programs of the Association.

STUDENT MEMBERS: Shall be those preparing for any phase of the recreation and park service profession while attending an institution of higher education on a full-time basis. Student Members shall be entitled to the right of voting and holding office within their special interest section only and/or as a voting representative of the special interest section.

HONORARY LIFE MEMBERS: Shall be those persons who have made outstanding contributions to the recreation and park movement. Upon retirement, Lifetime Membership may be awarded by the Board to those professionals who demonstrated meritorious service to the Association and have been an active professional in the parks and recreation field for at least twenty (20) years. Meritorious service is defined as holding a leadership role in the Association as an Officer, member of the Board or Committee/Board Chair for at least five (5) years and being active on a Committee/ Board for an additional five (5) years.

ASSOCIATE MEMBERS: Shall be individuals not professionally employed in the parks and recreation field but connected to the field in some way (i.e local health department, youth service bureau, playground safety inspectors, coach of a sports team, entertainers, etc.).

RETIREE MEMBERS: shall be those individuals who have been an active member of the Association and have retired from active service in the parks and recreation field.

Section 4: Membership Dues
Annual dues shall be payable annually and renewed each subsequent year based on the month membership initiated. Dues shall be approved by the Board for all membership subclasses at the recommendation of the Finance Committee.

Membership expires annually on the membership renewal date. After 30 days of not paying membership dues, a member is not in good standing with the Association and forfeits all membership services and privileges.

Section 5: Membership Roles & Responsibilities
All members in good standing have the right to vote at all general meetings. All members agree to uphold the Code of Ethics of the Association.

Article V – Officers

Section 1: Term of Office: The Officers shall be elected by the membership as provided for in Article XI of the By-laws and shall hold office for one full term (2 years), or until their successors are elected. If a vacancy occurs, the line of succession to the Presidency shall be President-Elect, followed by the Secretary.

Section 2: Qualifications
A. Nominees to the offices of the President and President-Elect shall be a member of the Association in good standing with at least five (5) years of experience as full-time professionals, two (2) years of service on the Board.

B. Nominees to the offices of Secretary and Treasurer shall be a member of the Association in good standing and have at least two (2) years of experience as a full-time professional.

C. Nominees to the office of Director-at-Large shall be a member of the Association in good standing.

Section 3: The duties of the Officers of the Association shall be those common to the respective office, in addition to the duties outlined below.

A. PRESIDENT: shall preside at all Annual Meetings, special meetings, regular meetings and at all meetings of the Board; appoint chairpersons of standing committees and special committees with the approval of the Board and cooperate fully with all appointed committees; and represent the Association at State and National meetings on matters of vital interest to the recreation and park profession.

B. PRESIDENT-ELECT: shall prepare for the Presidency by learning the Association's operation as detailed in these By-laws. He/She shall preside at meeting in the absence of the President; and generally assist the President when called upon. Immediately following completion of the term of incumbent President, the President-Elect shall automatically become President for the one full term for which elected, provided he/she remains a member on good standing. If the office of Presidency should become vacant, he/she automatically succeeds to the Presidency and serves the remainder of his/her predecessor's term before serving the one full term to which he/she has already been elected.

C. SECRETARY: shall be responsible for the records of all official business of the Association; notices of all meetings of the Association and special interest section; minutes of all meetings of the Association membership and Board.

D. TREASURER: shall supervise the receipt and disbursement of all money of the Association, which shall be managed by the Executive Director in accordance with established budgetary policies. The Treasurer shall be the chairperson of the Finance Committee. The Treasurer shall report to the Board at each regular meeting in writing. The Treasurer shall be listed as a signatory on all accounts. The Treasurer shall oversee financial audits as deemed necessary.

E. PAST-PRESIDENT: Upon completion of service as President, this individual shall install new Officers at the Annual Meeting held at the end of his/her term, and shall serve one full term (2 years) as Past-President. This individual shall also chair the Nominating Committee. He/she shall provide guidance and counsel to the Board, and shall have such other powers and perform such other duties as the members, the Board, or the President may delegate.

F. DIRECTORS AT LARGE: shall attend monthly Board meetings; provide input to the Board from members from the various regions of the state; voice opinion and offer suggestions on administration of the Association; serve on standing and special committees; and vote on issues directing operations of the Association.

G. The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary and the Past President and shall serve as a sounding board for management on

emerging issues, problems, and initiatives. The Executive Committee has responsibility for the Executive Director's evaluation and compensation.

The Executive Committee's power is limited to meet only as needed and to act only on urgent matters. The Executive Committee is not permitted to take final action on certain matters such as amending bylaws, removing a board member from office, hiring or removing the Executive Director, obligating the organization to new debt, or selling or acquiring a major asset. Any actions taken by the Executive Committee shall be reported at the next full Board meeting.

Article VI – Board of Directors

Section 1. The management of the Association shall be vested in the Board of Directors (the "Board"). The Board shall be composed of the Officers as well as eight (8) Directors-at-Large and the Immediate Past President. The Directors-at-Large shall serve for an overlapping three (3) year term and Officers shall serve for two (2) year terms commencing on January 1 and ending on December 31.

Section 2. The President, with the approval of the Board, shall fill any vacant post on the Board (except President-Elect) within the second board meeting after the Board accepts the vacancy. A vacancy in the office of the President-Elect shall be filled by holding a special election of the membership within ninety (90) days of the Board acceptance of the vacancy, per Article XI section 7 of the By-laws.

Section 3. It shall be the duty of the Board to act upon Association business in accordance with the By-laws and take action in line with the existing policy, between the general business meetings of the Association.

Section 4. The Board may engage the services of an Executive Director, legal counsel and other persons as may be deemed necessary and shall establish their compensation.

Article VII – Executive Director

The Board of Directors may enter into a contract with an Executive Director to assist in the operation of the Association. The role of the Executive Director is to assist in the day-to-day operations and management of the Association. The Executive Director may be assigned whatever tasks as directed by the Board, including, if so assigned, specific duties of the Association's Officers.

Article VIII – Termination from Office

Any Board member who misses three (3) consecutive Board Meetings or five (5) meetings throughout the Association's fiscal year shall be subjected to termination at the discretion of the Board.

Article IX – Member Meetings

Section 1. The Annual Meeting of this Association shall take place during the last quarter of the calendar year and at a time and place to be determined by the Board. The Secretary shall give the membership at least twenty (20) days notice by written or electronic means.

Section 2. General membership meetings of the Association shall be quarterly. The Secretary shall give the membership at least ten (10) days notice of all meetings, by written or electronic means..

Section 3. A special meeting may be called by the President, by a majority of the Board, or by 13% of the voting membership. At least fifteen (15) days notice, by written or electronic means, shall be given to the membership. If a special meeting is called by the membership, the Board shall not take action until such special meeting has concluded.

Section 4. A quorum for all general membership meetings shall be 13% of the active voting membership.

Article X - Board Meetings

Section 1. The President shall call a minimum of six (6) regular meetings of the Board during the fiscal year. At least fifteen (15) days notice, by written or electronic means, shall be given to all Board members.

Section 2. A quorum for the Board shall be one more than half of its constituted voting membership.

Article XI - Nominations and Elections

Section 1. At least seventy-five (75) days before the Annual Meeting, the Nominating Committee shall notify the membership, by written or electronic means, that nominations for Board members and Officers are invited. The Nominating Committee will receive nominations from the membership up to sixty (60) days before the Annual Meeting.

Section 2. The Nominating Committee shall prepare a slate of candidates for the offices of President-Elect, Treasurer, Secretary and Directors at Large at least forty-five (45) days before the Annual Meeting. No person shall be nominated without his/her written or oral consent.

Section 3. The Secretary, at least forty (40) days prior to the Annual Meeting, shall mail or send via electronic means, each member qualified to vote, an official ballot with one proposed slate of officers and a designated line for write-ins. Returned ballots must be received at the Association office at least twenty (20) days prior to the Annual Meeting.

Section 4. The Officers and Directors-at-Large shall be elected by a majority of the voting membership.

Section 5. In the event of a tie vote for any office, a special election shall be conducted at the Annual Meeting.

Section 6. The new Officers shall be announced and introduced at the Annual Meeting. They will be installed during new business of the Annual Meeting agenda.

Section 7. A vacancy in the office of the President-Elect shall be filled by holding a special election of the membership within ninety (90) days of the Board acceptance of the vacancy.

Article XII – Committees

A. Standing Committees

Section 1. The President shall appoint/reappoint the chairperson of the standing committees with concurrence of the Board at the beginning of his/her presidential term from among the active membership and shall serve through the duration of the presidential term.

Section 2. It shall be the duty of each committee to carry out the direction, of the Board, as detailed in the Manual of Policies and Procedures.

Section 3. It shall be the duty of each standing committee to report in writing at each Board meeting and Association Meeting as requested by the President.

Section 4. The standing committees shall be:

Nominating Committee
Finance Committee
Ethics Committee
Legislative Committee
Membership Committee
Public Relations/Publications Committee

B. Boards

Section 1: It shall be the duty of said Boards to carry out the direction charged to them as governed by the specific Board's By-laws, for the betterment of the Association.

Professional Development Board

C. Special Committees

Section 1: The President shall appoint/reappoint a chairperson with the concurrence of the Board at the beginning of his/her term. Special Committees are created by the President for purpose of implementing a special program of the Association.

Examples are:

Annual Conference Committee
Awards Committee
Entertainment Showcase Committee
Fundraising Committee
Hershey Track and Field Committee
Hotshots Committee
Playground Camp College Committee
Quarterly CEU Programs Committee

Scholarship Committee

D. Ad Hoc Committees

Section 1: Ad hoc Committees are created by the President for the purpose of addressing a problem or specific task.

Examples are:

Constitution/Bylaws Committee
History/Neology Committee

E. Special Interest Sections

Section 1: The President shall appoint/reappoint the chairperson with concurrence of the Board at the beginning of his/her term. Sections are designed to meet the specialized career needs of the Association's members.

Examples:

Aquatics
Citizen Board
Therapeutic
Park
Seniors
Commercial
Students
Trails
Health

Article XIII – Fiscal Year

Dates: The fiscal year of the Association shall commence on the first day of January and shall end on the 31st day of December.

Article XIV – Management Practices

Operating Procedures: The Board shall establish procedures for the management of the Association. Such procedures shall be properly recorded in the manual of policy and procedures.

Manual of Policy and Procedures: Shall provide guidelines and directions for implementing the goals and objectives of the Association. The manual, as approved by the Board, shall be maintained by the Constitution and By-laws Committee.

Article XV – Amendments

The By-laws may be amended after the approval of the Board, and by two-thirds (2/3) vote of the general members present and voting at any quarterly or annual meeting of the Association, provided written or electronic notice of such amendment, and copy thereof, shall have been submitted to the members entitled to vote, at least thirty (30) days prior to such meeting.

Article XVI - Dissolution Clause:

In the event of the dissolution of the CRPA, any funds shall be disposed of in accordance with

Connecticut Law and any excess after debts have been fully satisfied shall be dedicated in perpetuity to charitable causes, as determined by the Board.

Article XVII - Indemnification Clause:

Section 1. The Association shall indemnify and hold harmless each Director, Officer, Executive Director, and member of committees serving the Association from and against any and all such claims and liabilities to which he/she may be or may become subject by reason of his/her being or having been a Director, Officer, Executive Director and/or member of a committee of the Association and/or by reason of his/her alleged acts or omissions as such, and shall reimburse him/her for all legal and other expenses reasonably incurred in connection with defending against any such claim or liabilities provided, however, (that he/she shall not be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of willful negligence or willful misconduct) no indemnification shall be made to or on behalf of a Director or Officer (including Executive Director, committee chairpersons and committee members) if a judgment or other final adjudication adverse to the Director or Officer (including Executive Director, committee chairpersons and committee members) establishes that his/her acts or omissions (1) were in breach of his duty of loyalty to the Association or its members, (2) were not in good faith or involved a knowing violation of law, or (3) resulted in receipt by the Director or Officer (including Executive Director, committee chairpersons and committee members) of an improper personal benefit.

Section 2. No Director or Officer (including Executive Director, committee chairpersons or committee members) of the Association shall be personally liable to this Association or to any member of this Association for breach of any duty owed to the Association or its members, provided, however, that this provision shall not relieve a Director or Officer (including Executive Director, committee chairpersons or committee members) from liability based upon an act of omission (1) in breach of such person's duty of loyalty to the Association or its members, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper personal benefit.