

**BY-LAWS OF
THE FLORIDA RECREATION AND PARK ASSOCIATION, INC.**

ARTICLE I - Membership

Section 1. There shall be three classes of voting memberships: Professional – Group A, Retired Professional, and Lifetime.

- a. Professional – Group A: Individuals employed full time or part time by public or private agencies providing recreation, parks, and/or leisure services; or educators of recreation, parks, leisure services, or other allied professions at universities/colleges.
- b. Retired Professional: Individuals retired from the recreation, parks and/or leisure services profession; and who are not regularly or on occasion employed/retained/contracted (with or without compensation) by commercial companies/organizations, or self-employed to provide tangible products, or services from which a work product is produced for the purpose of influencing financial or operational decisions of a recreation, parks and or leisure services agency.
- c. Lifetime: An honorary membership given to an individual by the Awards Committee for outstanding service.

Section 2. Members in the Professional – Group A category of membership shall be eligible to hold office on the Board of Directors.

Section 3. There shall be five classes of non-voting members: Professional – Group B, Agency, Student, Commercial, and Associate. Non-voting members will not be eligible to hold office.

- a. Professional – Group B: Individuals who meet the definition of Professional – Group A, and are also regularly or on occasion employed/retained/contract (with or without compensation) by commercial companies/organizations for the purpose of providing tangible products, or services from which a work product is produced for the purpose of influencing financial or operational decisions of a recreation, parks and/or leisure services agency.
- b. Agency: Any public or private recreation, park and/or leisure services department or organization in Florida. Examples of such departments and organizations are: recreation and parks departments; universities and colleges engaged in the education and training of recreation, park and/or leisure personnel; recreation and park boards; city and county commissioners; hospital boards; state and district agencies; and association boards. Agency members shall have the privileges of being represented at all meetings, receiving all Association bulletins, survey results, and other data.
- c. Student: Any full time student (12 hours or more per semester) interested in recreation, parks and/or leisure or other allied professions. Student members cannot be working in the recreation, parks and/or leisure services profession in a year-round/permanent position.
- d. Commercial: Any company or organization, for-profit or not-for-profit, which provides tangible products and/or services to the recreation, parks and/or leisure services profession; OR individuals employed/contracted/retained by companies or organizations which provide tangible products and/or services to the recreation, parks and/or leisure services profession; OR individuals who are self-employed for the purpose of providing tangible products and/or services to the recreation, parks and/or leisure services profession; for the purpose of influencing financial or operational decisions of a recreation, parks and/or leisure services agency.
- e. Associate: Individuals not employed in the recreation, parks and/or leisure field, but are interested in the promotion of the recreation, parks and/or leisure profession.

Section 4. Any member may be expelled from or denied membership in the Association by two-thirds vote of the Board of Directors only after written notice is received by the member that he/she has the right to a full hearing before the Board of Directors.

Section 5. Any officer wishing to resign may do so by submitting a written notice to the Association President.

Section 6. Any member wishing to resign may do so by submitting a written notice to the Association Chief Executive Officer.

Section 7. When an FRPA member makes a career change which would alter his/her membership category, notification must be sent to the Executive Office within thirty (30) days. No assessments or refunds will be mandated that membership year. Upon Executive Office receipt of notification, the individual's membership category will be changed immediately.

Section 8. Any officer or director whose employment changes their membership category as described in Article I, Section I of these bylaws, shall have a period of time not to exceed ninety (90) days to secure employment that would qualify them for a membership category eligible to hold office. If at the end of the ninety (90) days, the member has not secured employment that would qualify them for a membership category eligible to hold office, duties will be assumed by their elected successor. In the event there is no elected successor, the President will make an interim appointment until an election can be held.

ARTICLE II - Dues

Section 1. The annual dues will be payable on or before the individual's anniversary date. The Chief Executive Officer shall bill each member for dues. Those not paying dues upon their anniversary date shall not be in good standing, but will be reinstated to good standing upon payment of same.

Section 2. The Board of Directors shall determine the membership dues of the Association.

ARTICLE III - Functions of the Board of Directors

Section 1. The Board of Directors, in accordance with the Articles of Incorporation and By-Laws and such resolutions as adopted from time to time, shall have the power to:

- a. Authorize all expenditures and regulate the finances of the Association.
- b. Make decisions of any affairs of the Association provided such decisions are not in conflict with the Association Articles of Incorporation and By-Laws.
- c. Approve the location, day and time of the Annual Conference and Business Meeting.
- d. Authorize the employment and determine the compensation of such persons as it considers necessary to carry out the purposes and policies of the Association.
- e. Approve all honorary and lifetime memberships to the Association.

Section 2. The Board of Directors shall meet at least three times each fiscal year.

- a. Post-Conference Meeting: A meeting of the newly elected Board of Directors shall be held at the close of the Annual Association Conference.
- b. Midyear Meeting.
- c. Pre-Conference Meeting: A meeting of the outgoing Board of Directors shall be held at the Annual Association Conference, prior to the Annual Business meeting and preferably at the earliest opportunity during the opening of the Conference.

Section 3. At any time, the President of the Association may request a vote by the Board of Directors. A fifty percent plus one reply must be received and a majority of votes received shall decide the question.

Section 4. The time and place of all meetings of the Board of Directors shall be designated by the President or President Elect.

- a. Fifty percent plus one shall constitute a quorum at all meetings.
- b. The expenses of the members of the Board of Directors to board meetings other than post and pre-conference shall be paid upon receipt of a reasonable statement based upon the Board policy covering the essential costs of each meeting, not to exceed four (4) meetings a year, subject to the approval of the Board of Directors.

Section 5. An appeal from the decisions of the Board of Directors may be made at the Annual meeting or at any regular Board of Directors meeting, if agendaed.

Section 6. It shall be the duty of the Board of Directors to approve, disapprove and pass on to the Membership recommended amendments to the Articles of Incorporation and By-Laws and all committee reports in which action by the Association is required.

Section 7. It shall be the duty of the Board of Directors to carry out the inspection of the Association and to take official action between meetings of the Association.

ARTICLE IV - Duties of Officers

Section 1. Each officer may serve in only one elected office at any given time.

Section 2. All state officers shall assume their office each year after the close of the Association Conference. They shall be installed at the Annual Banquet.

Section 3. The President of the Association shall act as presiding officer of the Board of Directors, the Annual State Conference Business Meeting, and shall perform such duties as ordinarily pertain to the office of President. He/she shall serve on the Personnel Committee. The President shall appoint chairs of standing committees as outlined in the Manual of Procedures.

Section 4. The immediate Past President shall serve as a member of the Board of Directors, and the Personnel Committee for one year immediately following his/her term as President. The immediate Past President shall chair the Nominating Committee.

Section 5. The President-Elect shall serve as a member of the Board of Directors and the Personnel Committee, and shall act for the President in his/her absence. The President-Elect shall automatically succeed to the term of office of the President at the conclusion of the Annual Association Conference. The President-Elect shall chair the Awards Committee. The President-Elect shall appoint vice chairs of all standing committees as outlined in the Manual of Procedures

Section 6. The Vice President of Finance shall serve as a member of the Board of Directors, and shall Chair the Development Committee.

Section 7. Vice Presidents shall serve as members of the Board of Directors.

ARTICLE V - Duties of Ex-Officio Board Members

Section 1. The Chief Executive Officer shall be appointed by the Board of Directors and shall perform such duties as may be assigned by the Board of Directors and not from the membership of the Board or a member of the Association. The Chief Executive Officer shall serve as the Resident Agent as required by the law of the State of Florida. The Chief Executive Officer shall not be considered a voting member of the Board of Directors

ARTICLE VI - Committees

Section 1. The President shall appoint for his/her term of office, chairpersons of standing committees as listed below.

- a. Awards Committee
- b. Conference Committee
- c. Nominating Committee
- d. Training and Education Committee
- e. Development Committee
- f. Legislative Committee

Section 2. Committee Leadership and Responsibilities

- a.** The Awards Committee shall be chaired by the President Elect.
- b.** The Conference Committee shall be comprised of a Chair appointed by the President Elect.
- c.** The Nominating Committee shall be chaired by the immediate Past President and shall include five additional members, three of which must include individuals who have served as President within the past ten years (not including the Nominating Committee Chair), and may not include anyone who will be a candidate on that year's ballot. Should the immediate Past President not be available to serve as Past President, then the President shall appoint a Past President to chair the Nominating Committee.
- d.** The Training and Education Committee shall be comprised of individuals from areas representative of the parks, recreation and leisure services field. This Committee shall perform such

responsibilities as outlined in the Association Manual of Procedures and those annually approved by the Board of Directors.

e. The Development Committee shall be chaired by the Vice President of Finance. The Committee shall be comprised of individuals appointed by the FRPA President. This Committee shall be charged with the task of fund development for the Association.

f. The Legislative Committee shall be charged with the task of advancing the Association's legislative agenda,

Section 3. Special committees and task forces may be established at the discretion of the Board of Directors as necessary.

ARTICLE VII - Nomination and Election Procedures

Section 1. The Nominating Committee shall recruit candidates for vacant positions taking into account the qualifications, responsibilities and commitment required of the position(s).

Section 2. Prior to ballot distribution, a slate of officers shall be submitted to the FRPA Board of Directors for approval for the positions of President Elect, Vice President(s), as are required in any given year. Voting members of the Board of Directors must meet eligibility requirements of the office held in accordance with the Job Description.

Section 3. The President Elect, Vice President of Finance, and Vice Presidents shall be elected by a state-wide election by means approved by the Board of Directors.

Section 4. Eligibility for voting shall be determined by the members in good standing prior to the release of the ballot. Ballots shall be distributed by a means to be approved by the Board of Directors. To be valid, ballots must be returned to the Executive Office no later than the established deadline.

Section 5. The candidate(s) receiving the largest number of votes cast shall win the election. In the case of a tie, a run-off election must be held. Ballot records must be retained for one year in the FRPA Executive Office.

Section 6. The report of the election results must be submitted to the Board of Directors at the Board's first meeting following the elections.

Section 7. Board Job Descriptions are developed and maintained by the Board of Directors.

ARTICLE VIII - Annual Conference Meetings

Section 1. An Annual Membership Business Meeting shall be held each year during the Annual Conference of the Association.

ARTICLE IX - Indemnification of Officers, Members of the Board of Directors and Employees

Every officer, member of the Board of Directors, or employee of the Association, hereinafter referred to as an indemnified individual, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnified individual in connection with any proceeding to which such indemnified individual may become involved, by reason of such indemnified individual being or having been a member of the Board of Directors, officer or employee of the Association, or any settlement thereof, whether or not such indemnified individual is an officer, member of the Board of Directors, or employee of the Association at the time such expenses are incurred, except in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individual may be entitled.

