



JUNE 2017

ARTICLE I

NAME & PURPOSE

1.1 Name. The California Park & Recreation Society is a California nonprofit mutual benefit corporation. The name of the corporation is CALIFORNIA PARK & RECREATION SOCIETY.

1.2 Purpose. The purpose of the California Park & Recreation Society is to advance the profession of recreation, parks and community services; to unite members and ensure member success; to provide educational opportunities to recreation, parks, and community services professionals; to engage in research to advance the recreation, parks, and community services profession; to disseminate information affecting recreation, parks, and community services in California; and to engage in legislative advocacy that support and enhance parks and recreation as an essential service.

1.3 Bylaw Implementation. The implementation of these Bylaws shall be outlined in the CPRS Policy and Resource Manual a.k.a. The Answer Book.

ARTICLE II

ORGANIZATION

2.1 Districts. There shall be fifteen (15) Districts with geographical boundaries defined at the time these Bylaws are adopted. Northern Districts will be 1 through 7 and Southern Districts will be 8 through 15. Number and boundaries may be changed upon request of Districts by a majority vote of voting members of the Districts involved. Changes to the number and boundaries of Districts shall be Final subject to ratification by the State Board of Directors.

2.2 Regions. There shall be five (5) Regions within the Society which will be represented on the State Board of Directors by a Region Representative. The number of Regions and boundaries may be changed upon request of a Region by a majority vote of voting members of the Region involved. Final approval is subject to ratification by the State of Directors. The geographical boundaries of each region are aligned with the following Districts: Region 1: Districts 1, 2, 3; Region 2: Districts 4, 5, 6; Region 3: Districts 7, 8, 15; Region 4: Districts 11, 13, 14; and Region 5: Districts 9, 10, 12. The five (5) Region Representatives shall each serve a two (2) year

term. The District leadership will meet annually at a District/Section leadership meeting held at the CPRS Conference & Expo.

2.3 Sections. The State Board of Directors may approve the creation of statewide “Section(s)” to plan and provide activities for a specialized area(s) within the park and recreation and community services profession. Sections must be in compliance with Section 2.5. The Section presidents will meet annually at the District / Section Leadership meeting held during the CPRS Conference & Expo.

2.3.1 Authorized Sections. Sections authorized by the State Board of Directors are:

- A. Administrators
- B. Aging Services
- C. Aquatics
- D. Development & Operations
- E. Educators
- F. Recreation
- G. Recreation Therapy

2.4 Council of Sections. A Council of Sections comprised of each section President or their designee, shall serve as an advisory board to the State Board of Directors. The two (2) Section Representatives on the State Board of Directors shall be elected by the Presidents of authorized CPRS Sections for a two (2)-year term. The Section leadership will meet annually at a District/Section leadership meeting held at the CPRS Conference & Expo.

2.5 Functions of all Districts and Sections. The primary functions of Districts and Sections shall be:

- A. Provide educational opportunities to members
- B. Provide networking opportunities to members
- C. Perpetuate the profession through leadership development
- D. Support CPRS public policy programs & initiatives

2.6 District and Section Bylaws District and Sections may establish Bylaws. Said Bylaws must be in conformance with, and not be in conflict with the Society Bylaws. Bylaws, and changes thereto, are subject to ratification by the State Board of Directors prior to taking effect.

2.7 Evaluation and Dissolution of Districts and Sections. The State Board of Directors will periodically evaluate each District and Section to assess the entity’s contribution to the Society’s goals and objectives. By a majority vote, the State Board of Directors may dissolve a Section; said dissolution to be effective at the start of the next Society fiscal year.

ARTICLE III

MEMBERSHIP

3.1 Voting & Non-voting Members. Members in the Society shall be Voting and Non-voting.

3.2 Qualifications for Voting Membership. Voting members must be residents of California except for Past Presidents. Voting members may belong to one primary section in which the individual must meet the established section membership criteria as set forth below. Voting members may also choose multiple secondary sections based upon their interests. Secondary section members are eligible to vote but cannot hold office in their secondary section(s).

3.2.1 Categories of Voting Membership.

- A. Professional. Individual employed 30 hours or more in the park and recreation and community services profession.
- B. Part Time Professional. Individual employed less than 30 hours a week in the park and recreation and community services profession.
- C. Student. Full time undergraduate and graduate student (full time as defined by their college or university) preparing for a career in park and recreation and community services at an institution of higher learning.
- D. Company. Company whose primary interest lies in providing services or products to the park, recreation, and/or community services industry and/or to the general public. Voting rights shall be given to two (2) designated representative residing in California.
- E. Active Retiree. A Professional member who has been an active member of CPRS for five years immediately prior to retirement.
- F. Past President. An individual who has served as State President of the Society; residency in California is not required.
- G. Honorary. Individual who has been awarded honorary membership by the Society.
- H. Agency. Voting rights shall be given to one (1) designated representative of the City, county, regional, district, state, or federal governments, and non-profit organization providing recreation and park and community services.
- I. Colleges and Universities. Institutions of higher learning interested in the recreation and park profession. Voting rights shall be given to one (1) designated representative.
- J. Health and Wellness. Hospitals, rehabilitation centers, health care organizations, or recreation therapy agencies providing recreation and leisure services.

3.2.2 Non-Voting Members

- A. Transitional. Individual who has graduated from a college or university and who is transitioning from student to a professional; an individual is restricted to one (1) year in this membership category.
- B. Special Interest. Individual interested in advancing the goals of CPRS and parks, recreation, and community services within California, but who is not currently employed in the field of recreation, parks, or community services.
- C. Out of State Associate. Individual interested in advancing the goals of CPRS and parks, recreation, and community services and who has established residence outside of California.

- D. Out of State Honorary. Individual who has established residence outside California and who has been awarded honorary membership by the Society.

3.3 Member in Good Standing. A member in good standing is one who has paid current dues and assessment, has no other outstanding obligations to the Society, and who has not been found by the Society to be in violation of membership conditions and requirements established by the Society.

3.4 Member Obligation to Follow Society Bylaws. Each member of this Society agrees to be bound by these Bylaws and amendment thereto, the Code of Conduct as outlined in The Answer Book and by the lawful actions of the State Board of Directors and/or duly constituted committee of the Society.

3.5 Termination. A membership shall be suspended or terminated whenever the Society, or a committee or person authorized by the Society, in good faith determines that any of the following events have occurred:

- A. Resignation of member, on reasonable notice to the Society;
- B. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Society;
- C. Failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Society;
- D. Failure to abide in the lawful decisions of any duly constituted committee of the Society; and
- E. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

3.6 Discipline. A member may be publicly reprimanded, fined, suspended or terminated for cause by the State Board of Directors or its designee. Cause shall include a failure, in serious degree, to

- A. Observe the Society's Code of Conduct as prescribed by the State Board of Directors in these Bylaws or otherwise,
- B. To abide in the lawful decisions of any duly constituted committee of the Society, or to engage in any conduct which is deemed by the State Board of Directors or its designee contrary or prejudicial to the interests and/or purposes of the Society.

The discipline shall occur only after the member has been given a fifteen (15) day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the discipline by the State Board of Directors or its designee. The State Board of Directors or its designee shall determine whether cause exists and the appropriate discipline, if any.

The State Board of Directors is not required to follow the above procedures when imposing lesser discipline such as a private reprimand.

3.7 Member Liability. No member of the Society shall be personally or otherwise liable for any of the debts or obligations of the Society.

ARTICLE IV

STATE BOARD OF DIRECTORS

4.1 State Board of Directors. The State Board of Directors is the governing body of the Society and has the authority and responsibility for the supervision, control, and direction of the Society. The State Board of Directors may delegate the management of the affairs of the Society to any person or group, including a committee, provided the State Board of Directors shall retain the responsibility for the actions of such person or group and further provided that the State Board of Directors shall in all cases be responsible for the ultimate direction of the Society.

4.2 Composition of the Board of Directors. The Directors of the Society shall be the President, President-Elect, Vice President, Secretary-Treasurer, the Region Representatives (5 positions) and the Council of Section Representatives (2 positions) for a total of eleven (11) members who shall be referred to as the State Board of Directors.

4.3 Terms of Office. The terms for the offices of President, President-Elect, and Vice President shall be one (1) year, and until their respective successors shall be elected and installed. The Secretary-Treasurer, the Region Representatives (5 positions), and the Council of Section Representatives (2 positions) shall serve two (2)-year terms, and until their successors are elected and installed. The State Board of Directors shall have the power to fill offices which become vacant during such term.

4.4 Directors' Obligation to Attend All Meetings. It shall be the duty of all Directors to attend all meetings of the State Board of Directors. There will be one (1) vote per Director at the State Board of Directors meetings.

- A. Excused Absences. A State Board of Directors member who is ill or who is temporarily incapacitated may receive an excused absence directly from the President. The State Board of Directors' member shall be allowed to miss no more than a total of three (3) Board of Directors meetings during his/her term.
- B. Unexcused Absences. State Board of Directors' member with two (2) unexcused absences from meetings of the State Board of Directors is considered to have vacated the position and the State Board of Directors will move forward with filling the vacancy. See Section 4.11. It shall be the responsibility of the CPRS President to notify the State Board of Directors member by telephone followed by a letter stating they have been removed from their position due to failure to notify the State Board of Directors of their absence from two meetings.

4.5 Meeting by Electronic Means. Members of the State Board of Directors may participate in a meeting through use of electronic means as long as each member participating in the meeting can communicate with all of the other members concurrently.

4.6 Board Action. Every act or decision done or made by a majority of the State Board of Directors present at a meeting duly held at which a quorum (Article 9.1) is present is the act of the State Board of Directors. The State Board of Directors may adopt rules and regulation which may supplement and interpret these Bylaws and shall be binding and enforceable as to members and State Board of Directors.

4.7 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the State Board of Directors under any provision of law may be taken without a meeting if all members of the State Board of Directors shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

4.8 Executive Director. The State Board of Directors shall employ an Executive Director who has the authority to manage the Society on a day-to-day basis. The Executive Director has the sole authority to hire, direct, discipline, and terminate the Society personnel.

4.9 Election of Directors. Election of Directors shall be by vote of the qualified members of the Society and in accordance with procedures set forth in these Bylaws. An individual may only hold one (1) seat on the State Board of Directors at any given time. After one (1) year of serving in their respective offices, the Vice President shall progress to the office of President-Elect and the President-Elect to President.

4.10 Duties of the Directors. The Directors perform those duties that are usual to their positions and that are assigned to them by the State Board of Directors, including those duties that are set forth in the Society Policy and Resource Manual as adopted by the State Board of Directors from time to time. In addition, the President serves as Chair of the State Board of Directors and shall preside at meetings of the Society and the State Board of Directors; the President-Elect acts in place of the President when the President is not available; and the Secretary-Treasurer is the Chief Financial Officer of the Corporation.

4.11 Vacancies on the State Board of Directors. If a vacancy occurs on the State Board of Directors for any reason, the State Board of Directors may fill the unexpired portion of the term, subject to the following restrictions:

- A. Region Representative. The alternate shall be a member in one of the Districts within that Region.
- B. Council of Sections Representative. The alternate cannot be a member of the same section as the other current Council of Sections Representative.
- C. Vice-President. The alternate shall be any member the State Board of Directors deems qualified.
- D. President-Elect. The Vice-President shall advance to the position of President-Elect.
- E. President. The President-Elect shall advance to the position of President. If the President-Elect chooses not to assume the duties of President, the State Board of Directors shall have the responsibility to appoint a willing and qualified member to complete the term of that position.

ARTICLE V

MEMBERSHIP MEETINGS

5.1 Annual Meeting. The Society shall hold an annual meeting of the membership during the CPRS Conference & Expo. At the annual meeting, the new State Board of Directors shall be installed. Additionally, the State Board of Directors will report the activities of the Society to the members, and other business shall be transacted as may be properly brought before the meeting.

5.2 Special Meetings. The President, the State Board of Directors or twenty percent (20%) or more of the members may call special meetings of the regular membership.

5.3 Notice. The State Board of Directors must give Society members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given as least thirty (30) days (but not more than ninety (90) days) before the meeting.

5.4 Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specific in the California Nonprofit Corporation Law.

5.5 In Person Meetings. Meetings of the State Board of Directors shall be held at least twice a year. State Board of Director meetings and/or conference calls are open meetings and members are invited to attend.

ARTICLE VI

COMMITTEES & TASK FORCES

6.1 Establishment of Committees & Task Forces. The State Board of Directors may establish committees and/or task forces to which it may delegate various governance functions. All committee and task forces shall be subject to the supervision of and be accountable to, the State Board of Directors.

6.2 Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President and Secretary/Treasurer. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall act in place of the State Board of Directors between State Board of Director meetings on all matters except those specifically reserved by the State Board of Directors. The Executive Committee shall report its actions to the State Board of Directors no later than the next meeting of the State Board of Directors.

ARTICLE VII

ELECTIONS

7.1 Elections. The State Board of Directors shall establish written rules, requirements and procedures pertaining to elections.

7.2 Ballots. The President, or their designee, shall have prepared and submitted to each member qualified to vote, not later than thirty (30) days before the Annual Meeting, a statewide ballot carrying the names of candidates. Names shall be listed on the ballot in alphabetical order. A blank line below the names of the candidates for each office shall be provided for a write-in candidate. A notation on the ballot shall specify the day by which the ballot is to be completed. This shall be at least fourteen (14) days prior to the Annual Meeting in care of the CPRS State Headquarters.

7.3 Voting by Electronic Means. Members may vote through use of electronic means to the extent permitted by California law.

7.4 Tabulation of the Votes. It shall be the duty of the State Nominating and Election Task Force Chair to select at least two (2) members, to verify the election results. The person receiving the highest number of votes for each office shall be declared elected. Results of the election shall be ratified by the State Board of Directors.

7.5 Tie-Breaker. In the event of a tie, the State Nominating and Election Task Force Chair shall report this to the State Board of Directors at the next meeting following the election. A vote of the Board of Directors will be taken by secret ballot at this meeting to determine the successful candidate.

7.6 President & President-Elect. At the time other offices are filled by election, the offices of President and President-Elect shall be filled by the automatic advancement of the individuals who have served as President-Elect and Vice President, respectively, for the preceding year.

7.7 Nominations by the Membership. Members representing two percent (2%) of the voting membership may nominate candidates for the positions of Vice President and Secretary-Treasurer by a petition, signed by those members within ninety (90) days preceding the next time said State Board of Directors positions are to be elected, and delivered to the State Board of Directors of the Society. Upon timely receipt of a petition signed by the required number of members, the Secretary-Treasurer shall cause the names of the candidates to be placed on the statewide ballot along with the names of those candidates named by the State Nominating and Election Task Force.

7.8 Qualifications of Candidates. Candidates for the following positions must meet the minimum qualifications as set forth in the Bylaws:

- A. Vice President. Must be a current voting member; must have been employed for at least five (5) years in a full time capacity and currently work in a permanent position in the profession immediately prior to nomination; must be available to serve for three (3) years on the State Board of Directors of the Society, one (1) year in each of the following

positions: Vice President, President-Elect, and President; and must have a minimum of three (3) years' experience either in an elected capacity at the state, region, district, or section level, or a chair of a state committee or task force.

- B. Secretary-Treasurer. Must be a current voting member; must have been employed for at least five (5) years in a full time capacity and currently work in a permanent position in the profession immediately prior to nomination; must be available to serve for two (2) years as an officer of the Society; and must have a minimum of two (2) years' experience either in an elected capacity at the state, region, district, or section level, or as a chair of a state committee or task force.
- C. Region Representative. Must be a current voting member; must have been employed for at least five (5) years in a full time capacity and currently work in a permanent position in the profession immediately prior to nomination; must be available to serve for two (2) years as an officer of the Society; must have a minimum of two (2) years' experience either in an elected capacity at the state, region, district, or section level, or as a chair of a state committee or task force; and must work or reside in an odd-numbered district for election in an odd-numbered year or must live or reside in an even-numbered district for election in an even-numbered year.
- D. Section Representative. Must be a current voting member; must have been employed for at least five (5) years in a full time capacity and currently work in a permanent position in the profession immediately prior to nomination; must be a current voting member of a section; must be available to serve for two (2) years' as an officer of the Society; and must have a minimum of two (2) years' experience either in an elected capacity at the state, region, district, or section level, or as a chair of a state committee or task force.

ARTICLE VIII

POLICIES & PROCEDURES

8.1 Policies & Procedures. The Board of Directors may adopt, by majority vote of the Board of Directors, policies which govern the Society.

ARTICLE IX

QUORUM

9.1 Board of Directors. Quorum for the State Board of Directors meetings shall be a majority of the serving State Board of Directors.

9.2 Members. A Quorum for a General Membership Meeting shall be a majority of those members present.

ARTICLE X

PARLIAMENTARY AUTHORITY

10.1 Parliamentary Authority. The current edition of Sturgis, The Standard Code of Parliamentary Procedure, governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted rules.

ARTICLE XI

EMERGENCY ACTION

11.1 Emergency Action Authorized. The State Board of Directors or Executive Committee of this Society may, to the full extent of and in the manner permitted by Corporation Code Section 7140 and 7151, take actions and conduct business as may be necessary to protect the interested of the Society and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Society, in its sole discretion, upon conclusion of the emergency.

ARTICLE XII

AMENDMENTS

12.1 Amendment. These Bylaws may be amended by a two-thirds vote of the State Board of Directors provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, unless those materially and adversely affect the rights of members or change the authorized number of State Board of Directors, must be approved by the members.

ARTICLE XIII

INDEMNIFICATION & INSURANCE

13.1 Indemnification. To the fullest extent permitted by law, this corporation shall indemnify and defend its directors, officers, employees, and other persons described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in these Bylaws shall have the same meaning as in Section 7237 (a) of the California Corporation Code.

13.2 Insurance. CPRS shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.