



Washington Recreation
& Park Association

Washington Recreation and Park Association Bylaws

ARTICLE 1 NAME & PURPOSE

1.01 Name. The name of the Corporation shall be the Washington Recreation and Park Association, Incorporated, hereinafter referred to as the Association.

1.02 Purpose. The purpose of the Association shall be charitable, educational, and scientific, within the provisions and meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), with the primary purpose being to enhance the quality of life for the residents of the State of Washington through the maintenance of a responsive, continuous organization, utilizing programs which benefit members of this organization as well as the public. Specifically, the Association will:

1.02.01 Promote excellence in current and future parks and recreation professionals through advocacy, networking, education and training.

1.02.02 Unite in one organization all current and future parks and recreation professionals in the State of Washington.

1.02.03 Foster and maintain high standards or professional qualifications.

1.02.04 Act as an agency for representing parks and recreation leaders when group representation is desired.

1.02.05 Function in such a manner as will further the interests of the parks and recreation profession in the State of Washington.

1.02.06 Stimulate close cooperation and coordination between the various agencies (public, private, non-profit, military, and commercial) concerned with the provision of parks and recreation services.

1.02.07 Affiliate for mutual benefit and to cooperate with other agencies or organizations with similar or related objectives.

1.02.08 Act as a central agency that provides information related to the parks and recreation profession.

**ARTICLE 2
OFFICES & FISCAL YEAR**

- 2.01 Offices.** The Association shall conduct business within the State of Washington from offices located in areas which best serve its membership as determined by the Board of Directors.
- 2.02 Fiscal year.** The fiscal year of the Association shall commence on the first day of January of each year.

**ARTICLE 3
MEMBERSHIP**

- 3.01 Membership.** Any individual employed or affiliated with a public agency, charitable organization or any other agency, organization and/or institution, company or corporation whose primary goal is to advance park and recreation services and programs shall be eligible to be a member of the Association. Members in the Association shall be Voting and Non-voting.
- 3.02 Qualifications for Voting Membership.** Voting members must: (a) be residents of Washington State and a member in good standing; or (b), be a lifetime member. Voting members shall join the organization in one of the following categories:
- 3.02.01 Professional.** Individual employed in parks and recreation or a related profession.
- 3.02.02 Agency.** Member of any agency which has as its primary activity, the planning and delivery of parks and recreation programs and services.
- 3.02.03 Emeritus.** An individual who, prior to his/her retirement, was eligible for the Professional membership category.
- 3.02.04 Lifetime member.** Professional members who have been recognized by the Association for outstanding contributions and excellence in the field of parks and recreation. All recipients of the Association's Honor Fellow Award shall receive Lifetime Membership.
- 3.03 Qualifications for Non-Voting membership.** Non-voting members must pay membership dues each year and join the organization in one of the following categories:
- 3.03.01 Student.** Undergraduate or graduate student preparing for a career in parks and recreation at an institute of higher learning and not currently holding a permanent position in the field of parks and recreation.
- 3.03.02 Associate.** An individual interested in membership in the Association, but not eligible for membership in any of the categories set forth in Section 3.02.

3.03.03 Affiliate. Any agency that provides parks and recreation services as a secondary function, such as a private community center or other non-profit agency that is not directly affiliated with a Parks & Recreation Department.

3.03.04 Commercial. Any commercial company whose products or services are related to parks and recreation.

3.04 Termination of Membership. Membership may be terminated by voluntary withdrawal or non-payment of dues or by cause, as determined by a two-thirds vote of the Board of Directors.

ARTICLE 4 OFFICERS

4.01 Officers. The officers of the Association shall consist of the President, President-elect and the Vice President. These same officers shall constitute the Executive Committee. The duties of the Executive Committee are further defined by Association policy.

4.02 Duties of the Officers. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors, including those duties as set forth by Association policy. In addition, the President serves as Chair of the Board of Directors and shall preside at meetings of the Association and the Board of Directors; and, the President-elect shall act in place of the President when the President is not available.

4.03 Terms of Office. The President, President-elect and Vice President shall serve one-year terms, and until their successors are elected and officially sworn in. No person may be elected to the office of the President, President-elect or Vice-President for more than one complete term; provided, this limitation shall not apply to the advancement from President-elect to President and Vice-President to President-elect.

ARTICLE 5 BOARD OF DIRECTORS

5.01 Board of Directors. The Board of Directors is the governing body of the Association and has the authority and is responsible for the supervision, control and direction of the Association.

5.02 Composition. The Board of Directors of the Association shall consist of the following:

5.02.01 Officers. The Officers of the Association as identified in Article 4.

5.02.02 Regional Directors. Four Regional Directors as identified in Article 6.

5.02.03 At-Large Directors. Two At-Large Directors as identified in Article 7.

- 5.03 Treasurer.** A member of the Board of Directors shall be appointed by the Board of Directors annually to serve as the Treasurer of the Association. The Treasurer shall be responsible for all financial records of the Association and shall at all times function in such a manner as to ensure the greatest accountability of Association funds. This includes preparing and presenting a full financial report annually to the Board of Directors, monitoring for misappropriation and misuse of Association funds, and by making periodic interim financial reports to the Board of Directors. The Treasurer shall serve as an ex-officio member of the Executive Committee.
- 5.04 Secretary.** A member of the Board of Directors shall be appointed by the Board of Directors annually to serve as the Secretary of the Association. The Secretary shall be responsible to sign all certified copies of acts of the Association and any other duties prescribed in Robert's Rules of Order, unless those duties are specifically assigned by policy to others. The Secretary shall serve as an ex-officio member of the Executive Committee.
- 5.05 Eligibility.** Only voting members who have completed one full year of membership in the Association shall be eligible for election to the Board of Directors.
- 5.06 Vacancies.** The Board of Directors shall have the power to fill offices which become vacant by making an appointment for the remainder of such term. Appointment will be made by majority vote of the Board of Directors. The person appointed to fill the term shall not, thereby, be disqualified from serving a full one-year term of office in the future.
- 5.07 Obligation to Attend Board of Director Meetings.** It shall be the duty of all Board of Director members to attend all meetings of the Board of Directors. A Board member with three unexcused absences from meetings of the Board of Directors is considered to have vacated the office. It shall be the responsibility of the President to notify the Board member in writing informing them that they have been removed from the Board. The Board shall fill the vacancy at its earliest convenience.

ARTICLE 6 REGIONAL DIRECTORS

- 6.01 Regional Directors.** Four Regional Directors will be elected to the Board of Directors from the general membership and represent one of four regions. The four regions are identified as follows:
- 6.01.01 Region 1:** King County
- 6.01.02 Region 2:** Island, San Juan, Skagit, Snohomish and Whatcom counties.
- 6.01.03 Region 3:** Clallam, Clark, Cowlitz, Grays Harbor, Kitsap, Lewis, Jefferson, Mason, Pacific, Pierce, Skamania, Thurston, and Wahkiakum counties.
- 6.01.04 Region 4:** Adams, Asotin, Benton, Chelan, Columbia, Douglas, Ferry, Franklin, Garfield, Grant, Kittitas, Klickitat, Lincoln, Okanogan, Pend Oreille, Spokane, Stevens, Yakima, Walla Walla and Whitman counties.

- 6.02 Duties.** Regional Directors are responsible for representing the members in their geographic region on the Board of Directors. They are to maintain regular contact with Association members in their region and perform other duties as assigned by the Board of Directors and as further defined by Association policy.
- 6.03 Terms of Office.** The Regional Directors shall serve three-year staggered terms, and shall serve until their successors are elected and sworn in. A member may not serve successive terms as a Regional Director. Upon completion of one term as a Regional Director, a member is ineligible to serve as a Regional Director for three years.

ARTICLE 7 AT-LARGE DIRECTORS

- 7.01 At-Large Directors.** Two At-Large Directors will be elected to the Board of Directors from the general membership.
- 7.02 Duties.** At-Large Directors will perform duties as assigned by the Board of Directors and as further defined by Association policy.
- 7.03 Terms of Office.** The At-Large Directors shall serve three-year staggered terms, and shall serve until their successors are elected and sworn in. At-Large Directors may serve up to two successive terms. Upon completion of two successive terms as an At-Large Director, a member is ineligible to serve as an At-Large Director for three years.

ARTICLE 8 NETWORKS, COMMITTEES AND TASK FORCES

- 8.01 Establishment of Networks, Committees and Task Forces.** The Board of Directors may establish networks, committees and/or task forces to which it may delegate various governance functions.

ARTICLE 9 ELECTIONS

- 9.01 Nominating and Election Task Force.** A Nominating and Election Task Force shall be appointed by the Board of Directors and shall be responsible for presenting a slate of candidates for consideration to the Board of Directors and for conducting the annual election of the Board of Directors. Work of this task force shall be in accordance with instructions contained in these Bylaws. A member of the Nominating and Election Task Force who becomes a candidate must resign from the task force immediately.
- 9.02 Current Officers as Candidates.** A member of the Board of Directors may be a candidate for another office. Should the member be elected and accept an incompatible office, the former office is forfeited and shall be considered vacant by the Board of Directors.

9.03 Membership Notification Date. The Nominating and Election Task Force shall notify the membership, no later than 30 days prior to the election, that nominations for the Board of Director positions are invited.

9.04 Two-Candidate Requirement. The Nominating and Election Task Force shall recruit a minimum of two candidates for each position.

9.04.01 Waiver of Two-Candidate Requirement. The requirement for two candidates for each Board of Director position may be waived by a simple majority vote of the Board of Directors upon the finding that the Nominating and Elections Task Force has exercised reasonable diligence in developing a full slate of candidates but were unable to find a qualified member willing to accept the nomination for office.

9.05 Board of Directors Approval of Slate. The Nominating and Election Task Force Chair shall submit, in writing, a slate of candidates for approval by the Board of Directors, no later than 30 days prior to the election. All candidates meeting eligibility requirements as defined by these Bylaws shall be approved for candidacy. Candidates must give consent to their nomination.

9.06 Ballots. Upon approval of the slate of candidates by the Board of Directors, the Nominating and Election Task Force Chair shall prepare and submit to each member qualified to vote, not later than 30 days before the Annual Meeting, a statewide ballot providing the names of candidates. Names shall be listed on the ballot in alphabetical order by last name. Below the names of the candidates for each office a blank line shall be provided for a write-in candidate. A notation on the ballot shall specify the day by which the ballot is to be returned to the Nominating and Election Task Force which shall be at least 14 days after distribution of ballots, and 14 days prior to the Annual Meeting.

9.06.01 Regional Directors. A separate ballot shall be prepared for election of the Regional Director positions. Only members of the respective region shall be eligible to vote for these positions.

9.07 Voting by Electronic Means. Members may vote through use of electronic means upon approval of the Board of Directors and in compliance Washington State law, as amended from time to time.

9.08 Tabulation of the Votes. It shall be the duty of the Nominating and Election Task Force Chair to select at least two additional 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 Board of Directors at the Annual Meeting.

9.09 Tie-Breaker. In the event of a tie, the Nominating and Election Task Force Chair shall report this to the Board of Directors at the Annual Meeting. A second vote of eligible voting members shall be taken at the Annual Meeting to determine the successful candidate. If a tie remains upon completion of the second vote, a vote will be taken by the Board of Directors to determine the successful candidate. The slate of candidates shall be closed to additional nominations during tie-breaker votes.

9.10 Qualifications of Vice President Candidate. Candidates for the Vice President position: must be a current voting member of the Association; have completed one full year of membership in the association; must have been employed for at least five years in a full-time position in the field of parks and recreation; and, must be working in a permanent position in the profession immediately prior to nomination.

9.10.01 Membership. Should a Member in the positions of Vice President, President-Elect, or President have a gap in employment in the parks and recreation profession, as defined in Section 3, the Member's service to the Association shall be sufficient to allow the Member to maintain Voting Membership so long as the Member continues to pay dues.

9.11 Installation. All members of the Board of Directors shall be installed at a meeting of the Board of Directors. They shall take office at the conclusion of the Annual Meeting.

9.12 Special Election. In the event that the Board of Directors calls a special election, the applicable portions of the election procedures described in Article 9 shall be followed.

9.13 Independent Auditor. The Board of Directors may delegate responsibility for distributing and/or counting ballots to an independent auditor.

ARTICLE 10 MEETINGS

10.01 Annual Meeting. The Annual Meeting of the Association shall be at the annual conference of the Association. A quorum for the Annual Meeting shall be those members present.

10.02 Meetings. Meetings of the Board of Directors shall be held at least twice a year and additional meetings may be held upon direction of the President or a majority of current Board members. Meeting dates and locations shall be approved by the Executive Committee and published on the Association's Website for the general membership. A majority of the current Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

10.02.01 Special Meetings. Special meetings may be called by the President, a majority of the Board of Directors, or upon petition by ten (10) percent of the qualified voting members.

10.03 Meeting by Conference Call or Video Conference. Members of the Board of Directors may participate in a meeting via a conference call or video conference as long as each member participating in the meeting can communicate with all of the other members concurrently.

10.04 Meeting Procedures. Robert's Rules of Order, or adopted standing rules of the Board of Directors, shall govern in all questions of procedure with regards to all Association meetings.

ARTICLE 11 EXECUTIVE DIRECTOR

- 11.01 Services.** The Board of Directors may secure the services of an Executive Director and/or executive management group to assist in carrying out the goals of the Association. The Executive Director and/or executive management group will be responsible for the filing of all legal documents pertaining to the Association.
- 11.02 Contract Period.** Services for an Executive Director and/or management group must be contracted for a minimum period of one year.
- 11.03 Reporting.** The Executive Director and/or management group shall be directly responsible to the President, or the President-elect in the absence of the President, and shall carry out duties as assigned.
- 11.04 Staffing.** The Executive Director and/or executive management group shall employ other staff necessary to carry out the work of the Association as approved within the budget.
- 11.05 Ex-officio member of the Board of Directors.** The Executive Director shall serve as a non-voting, ex-officio member of the Board of Directors.

ARTICLE 12 DUES

- 12.01 Established.** The annual dues shall be established by the Board of Directors and payable by a determined deadline each year. The Board of Directors shall hold an open meeting of the Board of Directors before the revision/modification of the dues.
- 12.02 Non-Payment.** Members who fail to pay their dues by the determined deadline shall immediately be removed from membership. Full membership will be restored upon payment of dues for the current year.

ARTICLE 13 POLICIES AND PROCEDURES

- 13.01 Policies and Procedures.** The Board of Directors may from time to time adopt, by majority vote of the Board, policies and procedures which govern the Association.

ARTICLE 14 AMENDMENTS

- 14.01 Amendment.** These bylaws may be amended as deemed appropriate by a majority vote of the members participating in the Annual Meeting, Special Meeting or by electronic/mail ballot.

14.01.01 Proposed Amendments. Proposed amendments must be submitted to the Board of Directors by petition bearing the names and signatures of at least ten (10) percent of the voting members of the Corporation, or originated by the Board of Directors, before being submitted to the voting membership. A description of the proposed amendment shall be provided by the President

or his/her designee, and the Board of Directors shall include a recommendation either for or against the proposed change.

14.01.02 Voting. The Secretary shall have prepared and submitted to each member qualified to vote, not later than 90 days after receipt of a valid proposal received pursuant to 14.01.01, a statewide ballot. A notation on the ballot shall specify the day by which the ballot is to be returned to the Association which shall be at least fourteen (14) days after distribution.

14.01.03 Voting by Electronic Means. Members may vote through use of electronic transmission upon approval of the Board of Directors and in compliance Washington State law, as amended from time to time.

14.01.04 Tabulation of the Votes. It shall be the duty of the Nominating and Election Task Force Chair to select at least two additional 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 Board of Directors at the Annual Meeting.

14.01.05 Tie-Breaker. In the event of a tie, the Nominating and Election Task Force shall report this to the Board of Directors at the Annual Meeting. A second vote of eligible voting members shall be taken at the Annual Meeting to determine the outcome of the measure. If a tie remains upon completion of the second vote, a vote will be taken by the Board of Directors to determine the outcome of the measure.

14.01.06 Independent Auditor. The Board of Directors may delegate responsibility for distributing and/or counting ballots to an independent auditor.

ARTICLE 15 INDEMNIFICATION AND INSURANCE

15.01 Indemnification. To the fullest extent permitted by law, the Association agrees to indemnify and to hold harmless employees or Board members from any and all actions, claims, liabilities, damages, or expenses, whatsoever kind, including interest and attorneys' fees and all other reasonable costs, which the employees or Board members shall incur for any reason resulting from the employee or Board member carrying out a directive of the Association, but only if the employee or Board member acted in good faith and in a manner reasonably believed to be in, and not opposed to, the interests of the Association; provided that the employee and board members shall promptly notify the Association's Board of Directors of any adverse claims and threatened or actual lawsuit. The Board of Directors shall have the sole right to control any such litigation including the sole right to determine whether or upon what terms such claim(s) shall be settled.

15.02 Insurance. The Association, through its Board of Directors, shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of itself, its agents and employees, if any, against any liability asserted or incurred as a result of actions taken in good faith on behalf of the Association.

**Article 16
NON-DISCRIMINATION**

- 16.01 Non-Discrimination.** The Association shall not discriminate in any manner against any person on the basis of race, color, gender, sexual orientation, national origin, age, religious or political affiliation, or the presence of any sensory, mental, or physical disability.
- 16.02 Equal Opportunity.** The Association shall take a positive approach to assure each individual equal opportunity for membership, election and participation in the activities of the Association, and will comply with the intent and spirit of all federal and state Equal Opportunity Policy statutes and regulations.

**Article 17
POLICY**

The Association shall be nondiscriminatory and nonprofit. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the Association or Association-related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interest of the Association and are unequivocally contrary to Association policy.

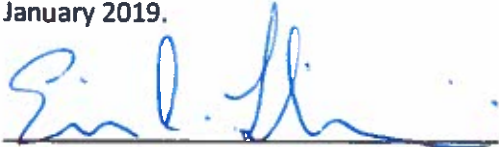
**Article 18
BOOKS AND RECORDS**

The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of the members, the Board of Directors, and any committees having the authority of the Board of Directors. Minutes will be made available to the membership on request.

**Article 19
DISSOLUTION OF INCORPORATION**

At such time as the Board of Directors will see fit as evidenced by a two-thirds (2/3) vote, and by a majority vote of the membership, to dissolve WRPA due to lack of membership, diminished interest, or other reasons, all funds remaining in the treasury after payment of debts will be given to another, similar, non-profit organization. The recipient of these funds will be chosen at the discretion of the Board of Directors.

The Board approved on the 26 day of October 2018 and referred to the membership for ratification. Ratified by a vote of the membership and certified by the WRPA Nominations Committee on the 7 day of January 2019.



Eric Friedli, President

7 Jan 2019
Date