

**Colorado Parks and Recreation Association, Inc.
Bylaws
As of 2002**

ARTICLE I

Name, Principal Office, Purpose, Governing Documents

Section 1 Name: The organization shall be known as the Colorado Parks and Recreation Association, Inc., hereinafter referred to as the "CPRA", an affiliate of the National Recreation and Park Association (NRPA).

Section 2 Principal Office: The principal office of the CPRA shall be set each year by the President. The Executive Director is the agent upon whom process of said corporation can be served.

Section 3 Purpose: The purpose of CPRA shall be to promote the parks and recreation profession and its growth throughout the State of Colorado, and to support the purposes of the NRPA as set forth in the NRPA constitution.

Section 4 Governing Documents: The governing documents of the CPRA shall be the Articles of Incorporation, Bylaws, and, by direction of the Board, a Manual of Procedures.

ARTICLE II

Qualifications of Membership

Section 1 Application Procedure: Membership shall be open to all professional and lay persons interested in the field of parks and/or recreation. A person desiring to join CPRA must complete the appropriate application and submit it with the appropriate dues to the principal office. Membership shall be year-to-date, with a member's annual expiration date one year from the date on the membership card.

Section 2 Termination: Membership in this Association shall terminate by death, voluntary withdrawal, or otherwise pursuant to these Bylaws. The right of member to vote and all other rights, privileges, and interests of a member in or to CPRA, its rights, privileges, and property shall cease on the termination of membership.

Section 3 Expulsion: For cause, any membership shall be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws or any rules or practices properly adopted by CPRA, or any other conduct contrary to the best interests of the Association. Such suspension or expulsion shall be by two-thirds vote of the entire Board. A statement of the charges shall be mailed by registered post to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board, at which the charges shall be considered, and the member shall have the opportunity to appear in person or by his representative and present any defense to such charges before action is taken.

ARTICLE III

Types of Membership and Dues

Section 1 Types of Membership: The membership shall be designated as follows:

Professional. This membership shall be open to individuals whose primary source of employment is in the parks, recreation, leisure or therapeutic field (PRLT). The member is entitled to all benefits and privileges of CPRA and shall have one vote. Individuals whose primary source of employment is in the PRLT field, but who are either temporarily unemployed or employed in another field may join as a professional member.

Part Time Seasonal. This membership shall be open to individuals employed in the PRLT field who are classified as part time or seasonal. This member shall be entitled to all benefits and privileges of CPRA and shall have one vote.

Associate. This membership shall be open to individuals who are interested in and subscribe to the purposes of CPRA, but are not employed in PRLT. The member shall be entitled to all benefits and privileges of CPRA, except the right to vote and serve on the Board. Individuals whose primary source of employment is in PRLT and who live and work out of the state of Colorado may join as an associate member.

Student. This membership shall be open to individuals who are enrolled as their primary occupations in universities or colleges, and are working toward degrees in the field of PRLT or related fields. Upon graduation from a degree program, the member may retain student status until his next membership anniversary date. The member shall be entitled to all privileges of CPRA except the right to vote and hold an elected Board office.

Part-Time Resident Student. Student membership category should be added to allow non-residents of Colorado that are students to be a CPRA member for six months. The member must be a full time student residing in Colorado on a temporary basis, e.g., internship. Open to all individuals who are enrolled in universities and colleges out of the State of Colorado, and are working toward a degree in the field of PROS or related fields. Upon graduation from a degree program, the member may retain student status for six months from his/her anniversary date. The member shall be entitled to all privileges of CPRA except the right to vote and hold an elected CPRA Board office.

Agency. Open to agencies and organizations that provide parks, recreation, open space programs and services. Membership included for Director, Chief Executive and all Board/Commission members, who are entitled to all benefits and privileges of CPRA and shall have one vote for each individual. Additional staff members may join CPRA at reduced rates. Professional organizations may include other membership associations, educational institutions, and service groups.

Affiliate Agency. The affiliate agency is open to agencies and organizations whose primary mission is NOT to provide PROS but supports the mission of these organizations. Affiliate agencies may include membership associations,

educational institutions, service groups and non-profit organizations. Membership would be included for two primary members. The two primary members shall have the right to vote and serve on the CPRA Board.

Commercial. This membership shall be open to for-profit companies selling PRLT or related products and services. This member shall be entitled to all benefits and privileges of CPRA including the right to vote and but may not serve on Board.

Citizen and Board Members. This membership shall include board members, city managers, city council members, legislators, and individuals involved in the community. The member shall be entitled to all benefits and privileges of CPRA except the right to vote and serve on Board.

Military. This membership shall be open to PRLT personnel on military installations. This membership shall include up to 10 positions per installation. When applying for membership (and renewing) under this category the installation must define the 10 positions for which they are requesting membership and the current individual holding that position. The member shall be entitled to all benefits and privileges of CPRA except the right to vote and hold elected Board office. More than one membership per installation is authorized.

Retired. The membership shall be open to any individual whose primary source of employment was PRLT and who is not currently employed in the field. Individuals must have worked ten years or longer in the field and be 55 years of age. This member shall be entitled to all benefits and privileges of CPRA, including the right to hold office and serve on the Board.

Lifetime. Upon recommendation of Awards/Citations Committee, and approval of the Board.

Section 2 Annual Dues: Annual association dues shall be established by the Board for the membership categories contained in the Bylaws.

Section 3 Appeal of Membership Category: Individuals must apply under the appropriate membership category. If an individual wishes to be considered for a particular membership category but does not meet the criteria, he/she may petition the Board for approval.

ARTICLE IV

Composition of CPRA Board, Advisory Council, Eligibility for Office, Filling Vacancies in Elected Office.

Section 1 CPRA Board Composition. The Board shall be composed of seven officers: President, President-Elect, two Vice Presidents, Secretary, Treasurer, and the immediate Past President; and one representative from each section. All Board members shall have one vote. The Executive Director of CPRA shall be an ex-officio nonvoting member of the Board.

Section 2 Advisory Council Composition The Advisory Council shall consist of the chairmen of all standing and special committees and sections. The elected NRPA

Midwest Regional Council representatives from Colorado shall also serve on the Advisory Council. Sections may choose to have the same person represent them on Advisory Council and the Board.

Section 3 Eligibility Requirements

1. To be eligible for nomination for election to any office of the Board, except President-Elect, an individual must have served on the Advisory Council for at least a complete term prior to taking office and be a voting member of CPRA.
2. To be eligible for the office of President-Elect of CPRA a member must have served at least a complete term on the Board and be a voting member of CPRA.
3. To be eligible to serve on the Board as a section representative, an individual must have served on the Advisory Council for a complete term prior to taking office, and be a voting member of CPRA.
4. To be eligible to serve on the Advisory Council, an individual must have been a voting member of CPRA for at least one membership year.
5. An individual may not hold two positions on the Board at the same time.

Section 4 Ballots for Elected Officers. Election of the officers of the Association shall be by secret mail ballot, to all voting members. Ballots shall contain the names of at least two eligible members for each elective position. NRPA Midwest Regional Council representatives shall be elected at the same time as the Officers of CPRA in accordance with the procedures of NRPA and the NRPA Midwest Regional Council.

Section 5 Election of Section Representatives. Section representatives shall be elected or appointed by their respective section members at least one month prior to the Association's annual business meeting. The section representative to the Board may also be the current section Chair.

Section 6 Election Timetable. The Nominations Committee shall administer the election procedures as outlined in the Manual of Procedures.

Section 7 Petitioning Candidates. Any eligible member not selected by the Nominations committee who would like to run for an office must submit to the chair of the Nominations committee, at least five (5) days prior to the ballot mailing date, a petition indicating such interest signed by at least 10% of CPRA's voting membership in order to be placed on the ballot. Write-in candidates are not allowed and will not be counted.

Section 8 Certification of Election. A simple majority of the votes cast shall elect; in case there are three or more candidates for any office, a plurality vote shall be sufficient to elect. In the event of a tie vote, there shall be another election for that position. An election is official when the nominations committee certifies it. If a candidate should withdraw before the election is certified, all ballots for that person shall be voided. If a successful candidate should withdraw after certification and before taking office, the candidate receiving the second most number of votes shall be elected.

Section 9 Vacancies During Term. Any Board vacancy, except President or President-Elect, which occurs during a term shall be filled by appointment of the Board. Such appointees shall hold office until the next annual election, when a successor shall be elected as provided herein. If the President leaves office before his term expires, the President-Elect shall assume the President's duties. In the event that a President-Elect leaves office before his term has expired, it will become necessary to hold an election to select a new President-Elect.

ARTICLE V

Terms and Duties of Officers, Section Representatives, CPRA Board, Advisory Council, Executive Director

Section 1 Term of Office. Officers and section representatives of CPRA, except for the Treasurer, shall serve 12 months, beginning when installed and until their successors are elected and take office unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. The Treasurer shall be installed with the other officers and shall serve for 26 months, through December 31. The newly elected Treasurer shall have voting authority during the overlap period.

Section 2 Duties of President. The President shall chair and conduct all business meetings of CPRA, the Board, and the Advisory Council. He shall appoint all standing committee chairmen with the approval of the Board, except Nominations, Past Presidents, and the Professional Certification Board. The President shall be the representative of CPRA to NRPA at the national and regional levels as directed, and at other functions deemed appropriate.

Section 3 Duties of the President-Elect. The president-elect shall function in the capacity of the president during the president's absence; shall assume the responsibility of the President's office if for any reason the President vacates the office, and shall automatically succeed the President at the end of that person's current term of office and become the next President of CPRA. The President-Elect shall be an ex-officio nonvoting member of and coordinate the functioning of standing committees as specified in the Manual of Procedures. The President-Elect shall be the Association parliamentarian and shall perform other duties as assigned by the Board.

Section 4 Duties of Vice Presidents. The Vice Presidents shall coordinate the functioning of standing and special committees as assigned by the President. The Vice President receiving the highest number of votes at the time of election shall function in the capacity of the President-Elect during his absence. The Vice Presidents shall perform other duties as assigned by the Board and as outlined in the Manual of Procedures.

Section 5 Duties of Secretary. Secretary shall be responsible for maintaining accurate records of all business of CPRA, for sending proper notices of all meetings to those who should receive them. The Secretary shall perform other duties as assigned by the Board.

Section 6 Duties of Treasurer. Treasurer shall maintain an accurate financial record, handle all disbursements for CPRA in keeping with the budget approved by the Board, and shall make such expenditures as may be authorized by the Board. The Treasurer shall hold office for twenty-six months, and shall perform other duties as assigned by the

Board.

Section 7 Duties of Past President. The immediate Past President of CPRA shall be a member of the Board, and shall chair the Past President's and the Nominations committees.

Section 8 Duties of Section Representatives. Section representatives shall report all pertinent information and actions of their respective sections to the Board, and keep their section members informed of the business affairs of the Association.

Section 9 Duties of CPRA Board. It shall be the duty of the Board to supervise, control, and direct the affairs of CPRA, to determine the policies or changes thereof within the limits of these Bylaws, and to approve all disbursements of funds. All matters pertaining to policy shall be referred to the Board for approval. The legislative platform of the association shall be approved annually by the Board. Legislative positions arising outside the scope of the platform which need to be acted upon immediately may be done so by the legislative committee with notification to the Board at the next Board meeting. The Board shall have hiring and terminating privileges of the Executive Director for CPRA, and shall have authority to employ legal counsel if necessary.

Section 10 Duties of Advisory Council. It shall be the duty of the Advisory Council to meet with the Board at regularly scheduled times, and keep communication open between the Board, the sections, and the committees. The elected NRPA Midwest Regional Council representatives from Colorado shall report all pertinent information and actions of the Midwest Council to CPRA on a regular basis.

Section 11 Executive Director. An Executive Director shall be employed by CPRA to perform administrative duties as assigned by the Board. Selection of the Executive Director shall be made by the Board.

Section 12 Compensation. Officers as such shall not receive any stated compensation for their services as officers, other than approved and budgeted expenses incurred in the performance of their duties.

ARTICLE VI

Quorum

Section 1 CPRA Board Meetings. A simple majority of Board members shall constitute a quorum. A proxy is counted toward the quorum.

Section 2 Annual Meeting. All issues requiring membership vote shall be conducted by mail ballot, as explained in these Bylaws. A quorum of the Board is required to conduct business at the Annual Meeting.

ARTICLE VII

Meetings

Section 1 Annual. There shall be an annual meeting of CPRA in the fall of each year, unless otherwise ordered by the Board, at which time any business may be transacted

not inconsistent with these Bylaws. Officers and section representatives shall assume responsibilities on the Board at this time.

Section 2 Special. Special meetings of CPRA may be held upon call of the President or upon written request of a majority of the members of the Board, or upon written request of 20% of the voting membership to the Secretary or President of the Association. The purpose of a special meeting must be clearly stated and submitted in writing to the total membership at least twenty (20) days prior to the special meeting date.

Section 3 Board and Advisory Council. Meetings of the Board and/or Advisory Council shall be held upon call of the President, or by written request of the majority of the Board and/or Advisory Council to the Secretary or President of the Association. There shall be a minimum of four (4) meetings of the Advisory Council and six (6) meetings of the Board during each fiscal year.

Section 4 Absence. Any member of the Board absent from a meeting shall notify the President stating the reason for his/her absence. If a member is consistently absent for reasons which the Board has declared insufficient, upon direction of Board, a letter of concern shall be sent to the member, requesting his/her presence at the next Board meeting, at which time the absences shall be discussed. Six affirmative roll call votes of the Board shall determine the future status of the member. If the member is removed from office, the vacancy shall be filled in accordance with the provisions in these Bylaws.

Section 5 Open Meeting Policy. All meetings of CPRA, its Board, Advisory Council, sections, and committees shall be open to all members of the Association and interested persons.

ARTICLE VIII

Voting Qualifications, Procedures, Proxies

Section 1 Eligibility to Vote. Active and lifetime members of CPRA who are in good standing have one vote.

Section 2 Voting Procedures

1. Board: a simple majority of the Board shall carry an issue unless otherwise specified in these Bylaws. Each member of the Board has one vote.
2. Membership: all issues to be decided by membership vote shall be conducted by mail ballot and shall require a simple majority of the members voting, unless otherwise specified in these Bylaws. A notice stipulating the nature of the proposed issue(s) for vote shall be sent to the last recorded address of each voting member twenty (20) days prior to the ballot return deadline. Board shall count the ballots.

Section 3 Proxy Voting. Voting by proxy is not allowed for issues to be decided by the membership. All Board members are encouraged to attend all meetings in person to interact in the discussion and decision-making, but if this is not possible, then voting by proxy by Board members is allowed under the following circumstances: A proxy vote must be in writing and carried to the meeting and cast by another Board member. Each Board member is limited to two meetings per year to cast proxy votes.

ARTICLE IX

Committees

Section 1 Standing Committees

1. The President, with approval of the Board, shall appoint for his/her term of office, the chairmen of the following standing committees:
 - a. Annual Conference
 - b. Awards and Citations
 - c. Bylaws/Manual of Procedures
 - d. History and Records
 - e. Legislation
 - f. Membership/Marketing
 - g. Scholarships and Grants
 - h. Resource Center (Library)
 - i. Rocky Mountain Revenue and Management School
 - j. Fundraising and Sponsorships

The committees shall function as designated in the Manual of Procedures.

2. The following standing committees shall be structured as designated here and shall function according to guidelines stated in the Manual of Procedures:
 - a. Past Presidents. This committee shall be composed of the past presidents of CPRA and chaired by the Association's immediate past president.
 - b. Professional Certification Board. This committee shall be composed of CPRA members who are selected as specified in the Colorado Professional Certification Plan. The chair shall be elected by the committee.
 - c. Nominations. This committee shall be composed of the immediate past president as chair, the Executive Director (ex-officio nonvoting), and two others appointed by the chair of the committee as follows: one past president and one other voting member who is active and in good standing but who is not on the Board.

Section 2 Special Committees. The President, with approval of the Board, may appoint special committees at any time to perform special functions for CPRA. Such committees shall be dissolved when their tasks have been completed.

Section 3 Vice Chair. A Vice Chair shall be appointed by the committee chair to provide continuity in committee leadership. The Vice Chair shall attend Advisory Council meetings when the chair is unable to attend.

ARTICLE X

Sections

Section 1 Interest Sections. An interest section is defined as a job-related interest group, which draws upon and serves a group of people who hold similar positions and who have similar interests as related to their duties and responsibilities in the field of parks and/or recreation.

Section 2 Special Sections. A special section is one which does not fall under the definition of an interest section for any one of the following reasons:

1. Membership is by department rather than individual.
2. Interest is based on geographic location rather than specific job related interest.
3. Membership is limited to a specific group due to job or education status.

Section 3 Requirements. A section shall be a group of twenty (20) or more members who are actively engaged in a special field of parks and/or recreation. Each section shall function according to established Bylaws which have been approved by the Board. Sections shall conduct a minimum of one meeting each year, in addition to sponsoring a minimum of one (1) workshop/activity. Each section shall provide annually a qualified member to serve as a representative on the Board. If a section does not have a qualified representative to serve on the Board, the Board shall make a determination as to the eligibility of that section to have a vote.

Section 4 Dissolution. If for a period of two (2) consecutive membership years, fewer than twenty (20) CPRA members select a particular section, that section shall be dissolved by Board. All sections must conform to the above requirements as of two (2) years from the date of approval of these Bylaws. A section may be voluntarily dissolved with the compliance of a majority of the section members at the time of dissolution. If a section fails to provide a representative, that section shall be subject to dissolution by the Board.

Section 5 Petitioning for New Sections. A potential new section shall Petition the Board for sectionship as outlined in the Manual of Procedures.

Section 6 Section Revision. Revision of existing sections shall follow the same procedures for petitioning for a new section.

Section 7 Section Membership. A member of CPRA may select membership in up to three (3) interest or special sections.

ARTICLE XI

Convention and Assembly Rules

Section 1 Roberts' Rules of Order. The rules contained in *Robert's Rules of Order* (Revised) shall govern CPRA in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or the special rules of order of the Association.

ARTICLE XII

Corporate Seal

Section 1 Corporate Seal. CPRA shall have a seal of such design as the Board may

adopt and shall be kept at the principal office.

ARTICLE XIII

Accounting and Fiscal Details

Section 1 Fiscal Year. The fiscal year of CPRA shall commence on the first day of January and shall end on the 31st day of December.

Section 2 Annual Audit. An annual audit shall be performed by a special committee appointed by the Board. The Board is authorized to contract for a professional audit if necessary.

Section 3 Donations. CPRA can and shall solicit to assist in accomplishing its purposes and objectives. CPRA shall comply with the provisions of the NRPA Constitution and with the Colorado Parks and Recreation Foundation with regard to standards of fund raising.

ARTICLE XIV

Bookkeeping and Reporting Procedures

Section 1 Annual Reports. All officers and section and committee chairmen shall submit an annual report to the President of CPRA prior to the annual meeting of the Association.

Section 2 Bookkeeping. Records of CPRA shall be prepared according to standard bookkeeping procedures and stored in the principal office.

ARTICLE XV

National Emergency, Dissolution and Limitation on Liabilities

Section 1 National Emergency. The Board may provide special rules, regulations and procedures as it shall deem necessary to the continued effective maintenance and conduct of CPRA during a period of national emergency. Such rules may specify provisions of these Bylaws to be suspended during such a period.

Section 2 Dissolution. This Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of this Association. On dissolution of CPRA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the then current Board.

Section 3 Limitation on Liabilities. Nothing herein shall constitute members of this Association as partners for any purpose. No member, officer, agent, or employee of CPRA shall be liable for the acts or failures to act on the part of any other member, officer, agent or employee of CPRA. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his willful misfeasance.

ARTICLE XVI AMENDMENTS

Section 1 Procedure. These Bylaws may be amended, repealed, or altered, in whole or in part, by mail ballot to the voting membership of the Association. A copy of any amendment proposed for consideration shall be mailed to the last recorded address of each voting member forty-five (45) days prior to the ballot mailing date for input from the membership.

Section 2 Adoption. An affirmative vote of a majority of the returned ballots shall be necessary for the adoption of any amendment. The Board shall count the ballots.

Section 3 Changing Amendments. Bylaws amendments shall be initiated by one of two procedures.

1. Recommendation of the Bylaws Committee to the Board for their approval;
or
2. Petition of two (2) percent or 10 voting members in good standing (whichever is smaller) of the CPRA voting membership.

