

BYLAWS OF THE ILLINOIS PARK AND RECREATION ASSOCIATION

The following was approved by the membership and became effective on September 15, 1976 with the latest revision approved in October 1998, October 2001, September 2011, September 2012, September 2013, November 2013, May 2017, and August 24, 2017.



Article I NAME

Section 1. The organization shall be known as the Illinois Park and Recreation Association (“IPRA”) (“Association”).

Article II PURPOSE

Section 1. Mission: Provide and promote exceptional standards of education, networking, and resources for all professionals in the Illinois park, recreation, and conservation communities

Section 2. Vision: IPRA leads the nation in providing premier education, networking, and resources for professionals in parks, recreation, and conservation.

Section 3. What We Believe

- Inclusiveness of diverse stakeholder groups
- Intentionally improve all lives
- Fiscal responsibility, accountability and transparency in all of our activities
- Creating a forum for uniting the diverse IPRA Community around common ideas and future trends

Article III MEMBERSHIP

Section 1. Member Types. The types of membership in the Association shall be voting members and non-voting members. Members must join at the highest level of eligibility.

Section 2. Voting Membership. Any individual who is employed in Illinois in a public agency, charitable organization or any other agency, organization and/or educational institution whose primary goal is to advance park and recreation services and programs shall be eligible to be a voting member of IPRA, provided

however, that persons employed by for-profit businesses or entities shall not be eligible to belong to IPRA as voting members.

- a. **Professional Members.** Individual employed full time or part-time in Illinois in the field of parks, recreation or conservation

Section 3. Non-Voting Membership. Non-voting membership categories.

- a. **Advocate.** Full time educator in the field, a person employed by a University or College in a program related to parks and recreation, full time park and recreation professionals working outside Illinois, professionals who are employed in parks and recreation at only a part time position, people employed by private recreation entities, people working outside of Illinois, person retired from the field, a person representing an association or foundation related to the field, or a person actively seeking employment in the field. Anyone who was an Advocate member on or before Oct. 1, 2012 will be eligible to join or renew membership in IPRA as an Advocate member even if they no longer meet the specific criteria here.
- b. **Student.** Individuals enrolled at a university or college with a major or minor in the field of parks and recreation.
- c. **Commercial Membership.** Commercial Members are individuals or companies that sell services or products to park, recreation and conservation agencies.

Section 4. Honorary Lifetime Membership. Upon recommendation to and approval of the Board, honorary lifetime membership may be extended to those

individuals who have distinguished themselves in the park and recreation movement and who have made significant contributions to the Association, including service as IPRA President or Chairman upon leaving the field of parks and recreation in good standing.

Section 5. Termination of Membership. Membership can be terminated by voluntary withdrawal or non-payment of dues or by two thirds (2/3rd) vote by the quorum of the Board of Directors for cause.

Article IV OFFICERS

Section 1. The officers of the IPRA Board of Directors of the Association shall be the Chairman of the Board, immediate past-Chairman of the Board, Chairman of the Board-elect, and Secretary all of which shall be certified professionals in their fields. These same officers will also constitute the Executive Committee.

Section 2. Election. Officers shall be elected/appointed in the following manner:

- a. The members of the Board of Directors, prior to the general IPRA elections, shall elect the Chairman of the Board-Elect annually by a majority vote. Any Board member holding a professional certification serving on the IPRA Board at the time of the election process is eligible to be nominated for Chairman of the Board-Elect. All officers must be certified prior to being considered to run for an officer position.
- b. The Secretary shall be elected annually by the members of the Board of Directors.
- c. A minimum of two (2) candidates shall run for all officer positions.

Section 3. Vote Count. Each Board member shall have one vote in the selection of all officer positions. The total number of nine (9) votes cast shall be as follows:

- Chairman of the Board (1 vote)
- Chairman of the Board-Elect (1 vote)
- Immediate Past-Chairman of the Board (1 vote)
- Membership Council (1 vote)
- Four Geographic Members (1 vote per geographic region)
- At-Large Member (1 vote)

Section 4. Terms. Terms of officers shall be one year in length and begin and expire at the time of the annual business meeting, of each year.

Section 5. Voting. The following voting methods shall be followed by the Association:

- a. Ballot voting will be used on matters such as

elections and other issues that require a vote requiring anonymity.

- b. A Board member may be considered present if they are present on a conference call. These Board members shall be allowed to cast their vote on matters before the Board, but only at the exact time the official vote is cast.
- c. Electronic voting via written ballot can occur on Board matters. However, the vote must be unanimous or the vote does not stand and a re-vote will be required at a Board meeting.

Section 6. Vacancy.

a. **Declaration of a Vacancy.** A vacancy of an officer position shall be declared when caused by death, separation from work in the field of parks and recreation, a move to an agency outside the State of Illinois or by letter to the Chairman of the Board for any other reason. In the case of the Chairman of the Board, a letter of resignation shall be delivered to the Secretary.

b. Filling of an Officer Vacancy.

1. Vacancies of the Secretary position shall be filled for the balance of the term by appointment by the Chairman of the Board with the approval of a majority of the remaining Board members present at a duly called meeting.
2. In the case of vacancy of the Chairman of the Board, the Chairman of the Board-elect shall take the office for the remaining term.
3. In the case of the vacancy of Chairman of the Board-Elect, a special election by the Board shall be held and elected by a majority with notification of results given to the membership.
4. In the case of the vacancy of the Past Chair of the Board, the Chairman of the Board shall appoint another Past Chair of IPRA with board approval for the remainder of the term.
5. Except in the case of the term of the vacated Chairman, all other terms shall be for the remaining term of the office.

Section 7. Executive Director. A salaried staff person, employed or appointed by, and directly responsible to the Board of Directors, shall execute the administration and management of the Association. The person shall have the title Executive Director or other such title as designated by the Board. The Executive Director shall employ other staff necessary to carry out the work of the Association as approved within the budget. This person shall also serve as the registered agent and direct all functions of the Association as deemed necessary by the Board. The Executive Director serves as the

Association Treasurer.

Section 8. Chairman of the Board. The Chairman of the Board shall act as presiding officer at meetings of the Board and general meetings of the Association. The Chairman of the Board shall be ex-officio member of all Association committees and perform other duties necessary to the office of Chairman of the Board or as prescribed by the Board of Directors. The Chairman of the Board serves as the Chair of the Executive Committee.

Section 9. Chairman of the Board-Elect. The Chairman of the Board-Elect shall serve in any capacity that the Chairman of the Board may deem appropriate and shall act as presiding officer of meetings during the absence of the Chairman of the Board. The Chair Elect will serve as a non-voting member of the Finance Committee.

Section 10. Immediate Past-Chairman of the Board. The immediate Past-Chairman of the Board shall act as presiding officer of meetings in the absence of the Chairman of the Board and Chairman of the Board-Elect. Additionally the Past Chair shall serve as the chair of Governance Committee.

Section 11. Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings and business of the Association.

Section 12. Treasurer. The Treasurer shall serve as the registered agent and perform those required duties. The Executive Director shall act as Treasurer.

Section 13. Finance Chair. The Finance Chair shall be appointed annually by the Chairman of the Board and approved by the Board of Directors by a majority vote. The Finance Chair is responsible for presenting financial information to the Association, but is not a member of the Board.

Section 14. Bonding. The Executive Director and any other person deemed necessary by the Board shall furnish, at the expense of the Association, a fidelity bond approved by the Board in such a sum, as the Board shall subscribe.

Article V

BOARD OF DIRECTORS (“Board”)

Section 1. Powers. The Board is a policy and vision setting Board. The Board shall determine its policies, establish guidelines for its operation and shall have discretion in disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution

of powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Association Board shall consist of professionals consisting of the following voting members:

- a. Chairman of the Board, Chairman of the Board-Elect, immediate Past-Chairman of the Board and Secretary
- b. A Representative from the Membership Council
- c. Four geographic members in the case of Article X: Geographic Representatives, Section 4: Non-Representation.
- d. One Member At-Large from the state of Illinois in the case of Article X: Geographic Representatives, Section 4: Non-Representation.
- e. All board members will hold a certification that is awarded by either examination, or balanced continuing education units or credits on an annual basis and attend a minimum of ten (10) hours of Continuing Education Programs per year while within office. The education shall be related to the Board Member’s employment position. If a candidate does not have a certification, the candidate must meet the eligibility to sit for the certification exam by the time the ballot goes out and must achieve certification within the first year in office. All officers must be certified.
- f. Those previously elected without certification are allowed to stay on without certification, but still need certification to be an officer.

Section 4. Executive Committee. The executive committee of the Board shall consist of Chairman of the Board, Chairman of the Board-Elect, immediate Past-Chairman of the Board, and Secretary. Duties will include: personnel management related to the needs of the Executive Director, items of immediate nature or unforeseen circumstances that must be addressed prior to the next scheduled board meeting, and oversight of the Executive Director evaluation process.

Section 5. Meetings. The Board shall hold an annual business meeting as part of the state conference and hold regular meetings as deemed necessary by the Chairman of the Board.

Section 6. Quorum. A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board.

Section 7. Absences. Any member of the Board unable to attend a meeting shall communicate to the Chairman of the Board and Executive Director, stating the reason for the absence. If a Board member is absent from two (2) consecutive meetings for reasons, which the Board

declares to be insufficient, the member's resignation shall be deemed to have been tendered and accepted. Attendee is deemed present whether in-person or via conference call.

Section 8. Vacancies.

a. **Declaration of a Vacancy.** A vacancy of a Board position shall be declared when caused by death, separation from work in the field of parks, recreation and/or conservation in the State of Illinois, a move from a job from the geographic zone to which Board member was elected to represent, as covered under other sections of these bylaws, or by letter to the Chairman of the Board for any other reason.

b. **Filling of Vacancies.** Vacancies of Board positions, not including officers, (see Article IV) or Membership Council's Representative (see Article VIII): a) if the vacancy occurs during the first year of the term of office, then it should be filled by the candidate receiving the next highest number of votes in the vacating member's election. If this cannot occur, vacancy shall be filled by a recommendation by the Chairman of the Board, except as elsewhere and herein covered. B) If the vacancy occurs beyond the first year of the term of office, then it shall be filled by announcing an opening to the members and having the members in the appropriate region submit applications as they normally would for an open board seat. The applications will go to the Executive Committee of the board (rather than the Governance Committee, who may or may not be currently appointed) who will review the applications, host phone interviews of the candidates, and will make a recommendation to the board. The recommendation shall be for the remaining term of the vacant office and approved by a two-thirds (2/3rd) vote by the quorum of the remaining Board members present at the duly called meeting.

c. **Filling the Board Vacancy Left by the Election of the New Chairman of the Board-Elect.** Since the Chairman of the Board-Elect is elected from a current position on the Association Board, the following procedure shall be used to fill the vacancy:

1. a) If the newly elected Chairman of the Board-Elect has two (2) years remaining on his/her term, then the Governance Committee shall select a candidate to run for the remaining portion of the term. These candidates shall be placed on the ballot and the successor to the vacated position will be determined by the membership in the general election.

b) If the newly elected Chairman of the Board-Elect has one (1) year remaining on his/her term, then the Governance Committee shall recommend, through a

selection process, a candidate to fill the vacated term. The candidate must be approved by a two-thirds (2/3rd) vote by the quorum of the Board at its next scheduled meeting and the candidate will take office upon the official swearing in of the new Chairman of the Board-Elect.

2. If the newly elected person is in the final year of their Board term, standard nomination and election procedures would take place as in naming a successor to any open Board position.

3. If the newly elected person is the Membership Council's Representative, the Membership Council would refer to provisions in Article VIII, Membership Council, to fill the vacant position.

Section 9. Resignation or Removal. Any Board member may resign at any time by giving written notice to the Chairman of the Board. Any Board member may be removed as permitted by applicable law.

Article VI

DUES

Section 1. Established. The annual dues shall be established by the Board and payable by a determined deadline each year. The Board shall hold an open Board meeting before the establishment of the dues.

Section 2. Non-Payment. Members who fail to pay their dues by a determined deadline shall be removed from membership, without hearing, for non-payment. Once removed from membership, a member must file a new application for membership to be reinstated.

Article VII

COMMITTEES

Section 1. Types. There shall be three types of Association committees; IPRA Committees, Joint Committees and special committees or task forces. IPRA and Joint Committees shall be identified and approved by the Board before the annual business meeting. Special committees or task forces can be created and approved at any time as deemed necessary.

a. **IPRA Committees.** IPRA Committees shall originate from the Association and shall be established to deal specifically with professional concerns and/or Association priorities.

b. **Joint Committees.** Joint Committees shall be developed as outlined in the IPRA/IAPD Joint Agreement. The intent of these committees is to jointly participate on common parks and recreation priorities such as legislative, editorial and conference. Membership of service committees shall be open to all

professional members.

c. **Special Committees and Task Forces.** Special committees and task forces may be formed to serve an immediate and single purpose and may be created or dissolved by the Chairman of the Board of the Illinois Park and Recreation Association. Membership and chairmanship of the special committees and task forces are open to all Association members.

Section 2. Chairperson. The Chairman-elect, prior to the annual business meeting, shall appoint and advise the Board of the appointments of the chairpersons of all IPRA and Joint Committees. Any professional member may chair any committee or task force.

Section 3. Membership. Each IPRA and Joint Committee shall have at least six members (one being the Board Chair and one being the Executive Director) serving a minimum term of three years, one third of the terms expiring each year. The only exception is the Finance Committee, which will consist of a five member committee each serving a five year term. Members of the Association may serve on two committees, but may not serve as chairperson of more than one committee. The Chairman of the Board of the Association appoints committee members.

Section 5. Meetings. Chairpersons of all Association committees shall hold regular meetings and shall notify the Executive Director at least five (5) days prior to the committee meetings.

Section 6. Liaisons. The Chairman may designate IPRA Board members to serve as liaisons for IPRA Committees.

Article VIII

MEMBERSHIP COUNCIL AND SECTIONS

Section 1. Definition. The Membership Council will consist of one (1) individual from each identified section of the Association.

Section 2. Purpose. To serve as a united voice for the needs and direction of the collective sections. The IPRA Board shall retain control over section finances, operations and purpose.

Section 3. Membership. Each identified section shall have a representative seat on the Membership Council who shall serve for three (3) years.

Section 4. Representative to IPRA Board. The Membership Council will select one (1) individual to provide representation for all sections. Selection of the IPRA Board Representative will be through an election held by the members of the Membership Council in the fall. Only currently elected council members may vote

in the election. Those who have been newly elected council members who have not yet begun their terms as well as those who are mid-way through their term may run for the position. The representative to the IPRA Board will take office at the swearing in ceremony in January. The term will be three years on the IPRA board and will continue/extend their section position until their IPRA board position has lasted three years.

Section 5. Vacancies.

a. **Declaration of a Vacancy.** A vacancy of the Membership Council Representative to the IPRA Board shall be declared when a determination of vacancy is made and presented, in writing, to the IPRA Chairman of the Board.

b. Filling of Vacancies.

1. In the case of the vacancy of the Membership Council Representative, the Membership Council shall elect a new Membership Council Representative to complete the vacated term.
2. The IPRA Board will ratify the selection at their next business meeting.

Section 6. Section Officers. Each section may establish officers and committees, as outlined in section guidelines.

Section 7. Fiscal. The IPRA Board shall have budget approval and fiscal control over all sections.

Section 8. New Section. A minimum of fifty (50) Association members should be identified to request the establishment of a section. A petition for any such action must be presented and approved by the IPRA Board.

Section 9. Disbanding. A section may be disbanded by the IPRA Board for failure to provide services and leadership or request for disbanding by that section. A drop in membership below fifty (50) would be cause for review by the Board and presented for vote.

Article IX

NOMINATIONS AND ELECTIONS

Section 1. Membership of the Governance Committee. The Governance Committee shall be selected by the Past Chairman of the Board with the following constitution:

- a. Past Chairman of the Board, shall act as chairperson;
- b. At least two (2) members from the membership council;
- c. At least one (1) member from each membership region.

Section 2. The Governance Committee shall ensure that minimum Board Standards are met by each candidate and make recommendation to the Past Chairman for who is eligible to be slated on the ballot. The Executive Director shall set all dates for the elections to comply with these by-laws and oversee the election process.

Section 3. Conduct of Nominations. Committee responsibilities are:

- a. The Chair of the Governance Committee shall solicit nominations from the entire membership and provide candidate packets to interested members;
- b. The committee may choose to specifically recruit potential leaders, however the candidate must still complete the application to be considered.
- c. The committee members shall review and validate that the individual's credentials meet the outlined requirements to serve on the IPRA Board;
- d. The committee may make recommendations to the board to remove any candidate from the slate who is deemed to be a less viable candidate or leader for IPRA and then present to the Association Board for approval, a slate of candidates with at least two (2) nominees for each vacancy, except for the Chairman of the Board and Chairman of the Board-Elect positions at least sixty (60) days prior to the annual meeting. The election of the Chairman of the Board-Elect shall follow the process outlined in Article IV – Officers.
- e. If the committee does not receive nominations from at least two people for a position, or if they feel that there are not at least two qualified applicants, the committee may recruit additional nominees past the deadline, prior to the board's approval. If the committee feels they still do not have at least two qualified candidates, the Past Chair may seek a waiver from the IPRA board to publish an uncontested ballot for special circumstances.
- f. Past Chair will notify all candidates of their acceptance or non-acceptance regarding their candidacy;
- g. The committee will also be responsible for evaluating the board as a whole, evaluate board members individually using a metric based tool, and determining ongoing educational needs of the board.

Section 4. Conduct of Elections.

- a. Association Board members outlined in the by-laws shall be elected by electronic ballot.
- b. All ballots shall be prepared and distributed to members in good standing who are eligible to vote, and shall also include provisions for write-in votes, not less than forty-five (45) days prior to the annual business meeting.
- c. Each voting member shall cast his/her ballot, within the voting timeframe.
- d. The Chair of the Governance Committee shall ratify the election results and present said results to the IPRA Board at the next scheduled meeting.

Section 5. Terms of Office. The following shall be the terms of office for Board members of the Association:

- a. Chairman of the Board, Chairman-Elect, Past Chairman and Secretary each has one-year terms that begin and expire at the time of the annual business meeting, of each year
- b. Geographic, Membership Council, and At-Large members have staggered three-year terms.

Article X

GEOGRAPHIC REPRESENTATIVES

Section 1. Representation. The four geographic representatives will be elected to the Board from general membership and represent their particular zone as per the following:

- a. One representative from the Chicago Metro Zone.
- b. One representative from Northwestern Zone.
- c. One representative from Central Zone.
- d. One representative from Southern Zone.

Section 2. Zones. Membership of the Association shall be divided into four geographic areas in accordance with the county in which employed.

- a. **Chicago Metro Zone** shall consist of the following counties: Cook, DuPage, Kane, Lake and Will.
- b. **Northwestern Zone** shall consist of the following counties; Boone, Bureau, Carrol, Jo Davies, DeKalb, Grundy, Henry, Kendall, LaSalle, Lee, McHenry, Mercer, Ogle, Putnam, Rock Island, Stephenson, Whiteside and Winnebago.
- c. **Central Zone** shall consist of the following counties: Adams, Brown, Cass, Champaign, Coles, DeWitt, Douglas, Ford, Fulton, Hancock, Henderson, Iroquois, Kankakee, Knox, Livingston, Logan, Macon, Marshall, Mason, McDonough, McLean, Menard, Morgan, Peoria, Platt, Sangamon, Schuyler, Stark, Tazewell. Vermilion, Warren and Woodford.
- d. **Southern Zone** shall consist of the following counties: Alexander, Bond Calhoun, Christian, Clark, Clay, Clinton, Crawford, Cumberland, Edgar, Edwards, Effingham, Fayette, Franklin, Gallatin, Greene, Hamilton, Hardin, Jackson, Jasper, Jefferson, Jersey, Johnson, Lawrence, Macoupin, Madison, Marion, Massac, Monroe, Montgomery, Moultrie, Pike, Perry, Pope, Pulaksi, Randolph, Richland, St. Clair, Saline, Scott, Shelby, Union, Wabash, Washington, Wayne, White and Williamson.

Section 3. Duties. Geographic representatives will be responsible for representing the members in their geographic zone on the IPRA Board. They are to maintain contact with all regional affiliates in their particular zone and perform other duties as assigned by the Chairman of the Board.

Section 4. Non-Representation.

- a. In the case of a geographic regional representative, the Governance Committee will consider nominations from the region.
- b. If there is not at least one voting member that comes forth as a candidate for the position, or if the committee feels there is not at least one qualified candidate, the Governance Committee will recruit additional nominees, even past the deadline until the board approves the slate.
- c. If the committee determines still, there is not at least one qualified nominee, the committee will recommend two At-Large members as candidates to the IPRA board for approval on the slate. Due diligence will be done to ensure two candidates for this position so that the region, not represented by their own colleague, will have a true election.
- d. If the committee feels they have one, and only one, qualified candidate, the Past Chair may seek a waiver from the IPRA board to publish an uncontested ballot for special circumstances.

**Article XI
AT-LARGE REPRESENTATIVE**

Section 1. At-Large Representative: He or she will be elected to the Board from general membership.

Section 2. Zone: He or she shall provide representation to the full state and may work for any parks, recreation and conservation agency in the State of Illinois.

**Article XII
MEETINGS**

Section 1. Annual Business Meeting. The annual business meeting of the Association shall be held in connection with the annual conference at a place and time as designated and announced by the Chairman of the Board and Board.

Section 2. Business Meetings. The Board shall conduct Business Meetings throughout the year, which at the discretion of the Chairman of the Board will be open to members.

Section 3. Other Meetings. The Association may also schedule special meetings at a time and place as indicated by the Chairman of the Board and Board.

Section 4. Quorum. A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board.

Section 5. Robert's Rules of Order shall govern in all questions of procedures with regards to Association Board meetings.

**Article XIII
INDEMNIFICATION**

To the 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 direct interests of the Association; provided that the employee and Board members promptly notify the Association of the adverse claims and threatened or actual law suit. The Association shall have the sole right to control any such litigation including the sole right to determine whether or what terms such claims shall be settled.

**Article XIV
IAPD/IPRA MEMORANDUM OF
UNDERSTANDING**

A positive, workable affiliation between the Illinois Park and Recreation Association (IPRA) and the Illinois Association of Park Districts (IAPD) is desirable to advance the leisure movement in Illinois. The two organizations shall cooperate when and where feasible and the document that will guide the tasks of the two organizations is the:

"JOINT COOPERATION AGREEMENT
Illinois Association of Park Districts/
Illinois Park and Recreation Association"
as it may be amended from time to time

**Article XV
AMENDMENTS**

Section 1. The by-laws may be amended by a two-thirds vote of the Board of Directors. Clerical corrections to the by-laws may be made at the discretion of the Executive Director and reported to the Board of Directors.

Article XVI
FISCAL YEAR

Section 1. The fiscal year shall commence on the first day of January and shall end on the last day December.

Article XVII
ADOPTION

Upon the adoption of these revised by-laws of the Association by the IPRA Board of Directors on August 24, 2017.

Illinois Park and Recreation Association

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