



**Constitution  
of the  
New Jersey Recreation and Park Association, Incorporated**

Article I: Name

Section 1

This organization, a merger of the New Jersey Recreation and Parks Society, Inc., founded on April 24, 1928, and the New Jersey Parks and Recreation Association, founded on June 9, 1938, shall be known as the New Jersey Recreation and Park Association, Inc. hereafter referred to as the Corporation, an affiliate of the National Recreation and Park Association.

Article II: Purposes and Powers

Section 1           Purposes

The purposes of the Corporation shall be educational, charitable, and scientific, within the provisions and meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), with the primary purpose being:

- A. To unite in one organization, all professional recreation, park, conservation, and leisure services personnel and all other persons interested in the recreation, park, conservation, and leisure services movement in the State of New Jersey.
- B. To promote public awareness and support for recreation, park, and leisure services as they relate to the constructive use of leisure and thereby to the social stability of a community and the physical and mental health of the individual. The Corporation also strives to promote public awareness of the environmental and natural resource management aspects of recreation and leisure services.
- C. To facilitate the development, maintenance, expansion, and improvement of socially and environmentally relevant public policy for recreation, parks, and leisure.
- D. To enhance professional development and to provide services that contribute to the development of the Corporation members.
- E. To promote the development and dissemination of the body of knowledge in order to improve the delivery of service, increase understanding of leisure behavior, and expand the body of knowledge relative to natural resource and environmental management.
- F. To cooperate with public, private, and voluntary agencies and organizations to encourage park, recreation, conservation, and leisure services programs, and to join for mutual benefit with other organizations that have similar or related objectives and purposes.
- G. To undertake such further action independently and in cooperation with others as are necessary and proper for the accomplishment of and consistent with any of the purposes set forth above.
  - 1. The Corporation shall have all the powers necessary or convenient to carry out its purposes, subject only to limitations provided by the Certificate of Incorporation, by law or by these By-Laws. Such powers shall include without limitation: the control of its affairs; the designation of the time for holding and the manner of conducting its meetings; the control of its numbers; the determination of the time and manner of selection, qualifications, terms of office, official designation, powers and

duties of its officers, Board of Trustees, and members of committees; defining what constitutes a vacancy in any office of committee, and the matters of filling the same; the number of members of the Board of Trustees necessary for a quorum and for the regulation of all other matters within its purposes and powers, including budget and finance; and the adoption of such rules and regulations, not inconsistent with law, its Certificate of Incorporation, and these By-Laws with the right from time to time to amend or repeal the same, as it shall deem proper.

2. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or (b) cause it to lose such exempt status. It shall not be operated for the purpose of carrying on a trade or business for profit; nor shall it engage in any activities that are unlawful under applicable federal, state or local laws; the Corporation shall (2) not engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, (b) not accumulate income, invest income or divest income, in a matter endangering its exempt status by virtue of Section 504 of the Internal Revenue Code, and (c) not engage in any other activity which will result in the denial or loss of exempt status as herein described. For the purposes of the above, reference to provisions of the Internal Revenue Code of 1954 shall be deemed to include statutes which succeed such provisions.
3. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate or public office; no part of the income or property of the Corporation shall inure to the private benefit of any donor, member, Board of Trustees member, officer or other individual; no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and in the event of the liquidation, dissolution or closing of the Corporation, whether voluntary, involuntary or by operation of law, the remaining assets of the necessary charge and expenses, shall be distributed exclusively to an organization or organizations organized and operated exclusively for charitable, scientific or educational purposes and enjoying exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any succeeding federal income tax.

#### Article III: Membership

##### Section 1

Membership in this Corporation shall consist of those persons who meet the requirements as provided hereinafter or in the By-Laws.

#### Article IV: Government

##### Section 1

The Corporation shall be governed by a Board of Trustees which shall consist of the officers, President Emeritus when applicable, the Chairperson of each Special Interest Section or his/her designated representative, and the Chairperson or his/her designated representative from each District. Membership on the Board of Trustees shall be restricted to those members in good standing and willing to serve. The power of vote shall be restricted to those individuals mentioned above.

##### Section 2

The officers of this Corporation shall be President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, and two Members-at-Large.

##### Section 3

Elected officers of the Board of Trustees shall serve a term of one (1) year, with the exception of Treasurer and Members-at-Large, who shall hold office for two (2) years. and until their successors are duly elected and installed.

##### Section 4

The Board of Trustees shall have the power to fill vacancies in any of the said offices, with the exception of President and President Elect, until the next annual election.

## Section 5

The officers of the Corporation shall be the Trustees of the Corporation for the purpose of incorporation.

## Section 6

The Executive Committee shall be comprised of the eight (8) elected officers of the Board of Trustees.

## Section 7

The Board of Trustees may from time to time, appoint such persons as they deem proper to serve as ex-officio members of the Board of Trustees, and shall set the conditions under which such members shall serve. Ex-officio members must be of the Corporation, and shall serve with voice, but without vote.

### Article V: Districts

#### Section 1

The Board shall establish geographic districts in order to facilitate better communication and broaden participation in affairs of the Corporation, and all members of the Corporation may participate in the affairs of one or more district(s) to the same extent they are authorized to participate in the affairs of the Corporation under the By-Laws. All members of a District must be members of the Corporation.

### Article VI: Special Interest Sections

#### Section 1

Any group of ten (10) or more members of the Corporation who have a common interest or who are engaged in a common special field or park, recreation, conservation, and/or leisure services work may petition the Board to become a Special Interest Section of the Corporation. Such petition must be accompanied by a copy of the procedural guidelines by which the affairs of the Section shall be governed, and a list of the initial members of the proposed section. Such procedural guidelines shall include an elective procedure for electing a Chairperson and such other officers as the members may consider necessary. Any member of the Corporation may belong to a Special Interest Section. All members of a Special Interest Section must be members of the Corporation. All Special Interest Sections existing on the date the By-Laws are adopted may continue to function.

### Article VII: Committees

#### Section 1

There shall be the following Standing Committees: Annual Conference, Awards, Constitution, Education and Professional Development, Finance, Long Range Planning, Membership and Marketing, Nominations, Professional Standards, Public Affairs, and Resource Development.

#### Section 2

A task force may be appointed by the President, with the approval of the Board of Trustees, when it is deemed to be in the best interest of the Corporation. The task force shall have a specified period of operation based upon the task assigned.

### Article VIII: Mid-Atlantic Regional Consortium of Parks & Recreation (MARC)

#### Section 1

This delegation shall serve as the liaison between the MARC and NJRPA, and furthermore shall serve as representative and spokesman as authorized by the Board of Trustees at all meetings and functions of the MARC. The delegate(s) shall submit to the Board of Trustees reports and copies of the proceedings of all functions attended on behalf of the NJRPA and MARC, upon request.

## Article IX: Amendments

### Section 1

This constitution may be amended by a two-thirds vote of active members present and voting at the annual meeting of the Corporation or by a favorable two-thirds vote of those members voting by official ballot. A written notice of such amendments, and a copy thereof, shall have been distributed to the members entitled to vote, at least seven (7) days prior to such meeting or thirty (30) day prior to the voting deadline, whichever procedure is employed.

### Section 2

The Constitution Committee shall process all changes and amendments in the Constitution and By-Laws and shall make recommendations to the Board of Trustees for publication and vote by the active membership.

### Section 3

Amendments and/or changes in the Constitution and By-Laws may emanate from any District, Section, the Board of Trustees or from within the Constitution Committee for action.

**By-Laws  
of the  
New Jersey Recreation and Park Association, Incorporated**

Article I: Organization

Section 1            Name

The name of the Corporation shall be the New Jersey Recreation and Park Association, Incorporated, hereafter referred to as the Corporation.

Section 2            Seal

The seal of the Corporation shall be circular in form, and shall have inscribed thereon, the name of the Corporation, the year of incorporation, and the words "Corporate Seal, State of New Jersey".

Section 3            Offices

The principal office of the Corporation shall be located in New Jersey.

Article II: Purposes and Powers

Section 1            Purposes

The purposes of the Corporation shall be educational, charitable, and scientific, within the provisions and meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), with the primary purpose being:

- A.     To unite in one organization, all professional recreation, park, conservation, and leisure services personnel and all other persons interested in the recreation, park, conservation, and leisure services movement in the State of New Jersey.
- B.     To promote public awareness and support for recreation, park, and leisure services as they relate to the constructive use of leisure and thereby to the social stability of a community and the physical and mental health of the individual. The Corporation also strives to promote public awareness of the environmental and natural resource management aspects of recreation and leisure services.
- C.     To facilitate the development, maintenance, expansion, and improvement of socially and environmentally relevant public policy for recreation, parks, and leisure.
- D.     To enhance professional development and to provide services that contribute to the development of the Corporation members.
- E.     To promote the development and dissemination of the body of knowledge in order to improve the delivery of service, increase understanding of leisure behavior, and expand the body of knowledge relative to natural resource and environmental management.
- F.     To cooperate with public, private, and voluntary agencies and organizations to encourage park, recreation, conservation, and leisure services programs, and to join for mutual benefit with other organizations that have similar or related objectives and purposes.
- G.     To undertake such further action independently and in cooperation with others as are necessary and proper for the accomplishment of and consistent with any of the purposes set forth above.
  - 1.     The Corporation shall have all the powers necessary or convenient to carry out its purposes, subject only to limitations provided by the Certificate of Incorporation, by law or by these By-Laws. Such powers shall include without limitation: the control of its affairs; the designation of the time for holding and the manner of conducting its meetings; the control of its numbers; the determination of the time and manner of selection, qualifications, terms of office, official designation, powers and duties of its officers, Board of Trustees, and members of committees; defining what constitutes a vacancy in any office of committee, and the matters of filling the same; the number of members of the Board of Trustees necessary for a quorum and for the regulation of all other matters within its

purposes and powers, including budget and finance; and the adoption of such rules and regulations, not inconsistent with law, its Certificate of Incorporation, and these By-Laws with the right from time to time to amend or repeal the same, as it shall deem proper.

2. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or (b) cause it to lose such exempt status. It shall not be operated for the purpose of carrying on a trade or business for profit; nor shall it engage in any activities that are unlawful under applicable federal, state or local laws; the Corporation shall (2) not engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, (b) not accumulate income, invest income or divest income, in a matter endangering its exempt status by virtue of Section 504 of the Internal Revenue Code, and (c) not engage in any other activity which will result in the denial or loss of exempt status as herein described. For the purposes of the above, reference to provisions of the Internal Revenue Code of 1954 shall be deemed to include statutes which succeed such provisions.
3. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate or public office; no part of the income or property of the Corporation shall inure to the private benefit of any donor, member, Board of Trustees member, officer or other individual; no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and in the event of the liquidation, dissolution or closing of the Corporation, whether voluntary, involuntary or by operation of law, the remaining assets of the necessary charge and expenses, shall be distributed exclusively to an organization or organizations organized and operated exclusively for charitable, scientific or educational purposes and enjoying exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any succeeding federal income tax.

#### Article III: Representation

The President or his/her other designee shall represent the Corporation in all matters involving the Corporation's affiliation with the National Recreation and Park Association.

#### Article IV: Members

##### Section 1            Number

The aggregate number of members that may become associated with the Corporation shall be unlimited.

##### Section 2            Classes

A.        Notwithstanding any of the provisions of sub-section B of this section, any person, agency or organization with an affiliation in the State of New Jersey shall be eligible for membership in the Corporation.

B.        The Corporation shall have the following classes of members:

##### I.            Professional

An individual whose full-time or part-time occupation is devoted to the administration, management, supervisory or leadership level in a recreation, park, conservation or leisure service agency, to include governmental (federal, state, county, municipal or school), college or university, institutions (hospital, nursing home or related agency) or industrial, armed forces, private or voluntary organizations, commission, board, department, authority or district.

An individual member of a commercial company, firm or organization selling products or services to a recreation, park, conservation or leisure service agencies and organizations will be eligible to join this classification provided his/her representative firm is a member of the commercial classification.

##### II.          Retired Professional and/or Friend

An individual who is a retired park, recreation, conservation or leisure services professional or who has expressed an interest in, or who is associated with such organizations or groups of individuals

formed for purposes commensurate with the objectives of the Corporation, and does not represent any company, firm or organization selling products or services to agencies or organizations represented in the Corporation. Former board, commission, council or committee members may enroll in this category, as well as interested citizens and individual commission/board members.

III. Student

An individual enrolled on a full-time undergraduate level or full-time graduate level, as defined by membership policy, in a college or university, who is not employed full-time in a recreation, park, conservation or leisure services agency.

IV. Commission/Board

A policy or advisory board, commission, council or committee concerned with and involved in recreation, park, conservation, and leisure services.

V. Commercial

A company, firm or organization selling products or services to recreation, parks, conservation, and leisure service agencies and organizations.

VI. University/College

Faculty and/or adjunct staff of schools of higher education.

VII. Agency / Group Membership

A group of parks, recreation, conservation or leisure services professional personnel combined with a governing or advisory commission or board as defined by membership policy.

Section 3 Dues

The annual dues for membership in the Corporation and the membership services for each class shall be established by the Board of Trustees.

Section 4 Voting and Other Privileges

A. All persons holding individual membership in the Corporation shall be entitled to vote in Corporation matters. These classifications include: Professional, Retired Professional and/or Friend, and Student-

B. Each professional member in an "Agency/Group" membership classification is entitled to the same membership services and privileges as the "Professional" classification. The advisory board or commission in an "Agency/Group" membership classification is entitled to the same membership services and privileges as the "Commission/Board" classification.

Each agency must name the professionals to receive membership services and privileges upon application. Substitution of names after the application is received shall not be permitted except when a member terminates affiliation with the agency.

C. Organizational memberships, including Commission/Board, Commercial, and University/College are entitled to the benefits of the category, but the privilege of a single vote.

Section 5 Terms of Membership

A. Membership shall be for a twelve month period as approved by the Board of Trustees.

B. Application for membership shall be made in the manner and on a form prescribed by the Corporation's Board of Trustees and shall be reviewed to assure that the applicant meets the Corporation's requirements for the class of membership for which the application is made. Any determination upon such review may be appealed by the applicant to the Board of Trustees, whose action thereon shall be final. Upon favorable

action of the application and payment by the applicant of the appropriate annual dues, the applicant shall be enrolled as a member of the Corporation.

- C. Membership in the Corporation shall continue as long as the member (1) qualifies for a class of membership under Section 2 above and (2) pays annual dues in timely fashion as determined by the Board of Trustees.

#### Section 6 Meetings

- A. There shall be an annual meeting of the members in the spring of each year on a date and at a place to be determined by the Board of Trustees, and at such other times as may be determined by the Board or by action of the membership. Notice shall be given at least one week (7 days) in advance. All members of the Corporation may attend and participate in all membership meetings.
- B. At all membership meetings where proper notice has been given, as in sub-section A of this section, the presence of at least one-fifth (1/5) of the membership shall be necessary to constitute a quorum for the transaction of business. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent member. At any meeting following such adjournment, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified without any additional notice. The act of a simple majority of members voting at any meeting at which there is a quorum shall be the act of the membership.

### Article V: Board of Trustees

#### Section 1 Organization

The Board of Trustees hereinafter referred to as the Board shall include as members: the President, the President-Elect, Immediate Past President, Vice President, President Emeritus when applicable, Secretary, Treasurer, two Members-at-Large, and the Chairperson from each District and Special Interest Section or his/her designated representative. The term of office of the Board of Trustees shall be as designated in the Constitution, or until successors have been elected or appointed with the term of office.

#### Section 2 Authority

- A. The Board of Trustees shall be responsible for implementing the actions taken in membership meetings and for the affairs of the Corporation between membership meetings. The Board shall pursue policies and principles and take actions to achieve the purpose set forth in Article II hereof that are in accordance with the provisions of the Articles of Incorporation, these by-laws and the statutes and ordinances applicable to the activities of the Corporation. Any office designated in Section 2 of Article VI which shall become vacant by reason of resignation, death, or otherwise, during the term of that office, shall be filled by the Board for the remainder of the term and in accordance with the Constitution, Article IV, Section 4.

#### Section 3 Executive Committee

- A. Executive Committee – The Executive Committee shall be comprised of the eight (8) elected officers of the Board of Trustees.
- B. Duties of the Executive Committee – The Executive Committee shall have all the authority of the Board of Trustees except as to the following matters, the first two of which shall be reversed to the entire Board of Trustees, and the last which shall be reversed by a two-thirds vote of members present and voting at any meeting of the Corporation:
  - 1. the filling of vacancies on the Board of Trustees or in the Executive Committee.
  - 2. the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.
  - 3. the amendment or repeal of this Constitution or the By-Laws or the adoption of new constitutions or by-laws.



#### Section 4 Meetings

- A. The Board shall convene at such intervals and at such places as may be fixed by the Board, except that it shall convene at least six (6) times per year. Special meetings of the Board may be called for any purpose at any time by the President or upon written request of not less than one-third (1/3) of the Board of Trustees.
- B. Any business of the Corporation may be transacted in unassembled meetings by providing Board of Trustees members an opportunity to take action by mail or by electronic means. A period of ten (10) days shall be afforded for responses to a request for action, and affirmative vote from a majority of Board of Trustees members will give approval to such action. All actions taken in unassembled meetings shall become part of the official record of the next regular or special meeting of the Board.
- C. Notice of all meetings of the Board shall be given to each Board of Trustees member at least ten (10) days before the meeting, and the notice of any special meeting shall state the business of the meeting.
- D. At all meetings of the Board, actual presence of at least a majority of Board of Trustees members shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the Board of Trustees members voting at any meeting shall be the act of the Board. Board of Trustees members may vote by written proxy on all matters, except that proxies may not be used to constitute a quorum. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Board of Trustees member. At any meeting following such adjournment, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified without any additional notice. Each District / Section may cast only one vote on Corporation matters.
- E. Board of Trustees members shall not receive any compensation for their services as such, but they may be reimbursed for actual expenses incurred by them in the performance of their duties as Board of Trustees members on behalf of or for the benefit of the Corporation, with the approval of the Board of Trustees.
- F. The Board may authorize the employment and determine the compensation of the Executive Director and any other such persons as it considers necessary.
- G. The Board may adopt rules, regulations, policies, and operational procedures not inconsistent with the Articles of Incorporation and with these by-laws for the conduct of the affairs of the Corporation and it may alter, amend, or repeal any such rule or regulation.

#### Article VI: Officers

##### Section 1 General

The officers of the Corporation shall consist of a President, a President-Elect, Immediate Past President, Vice President, President Emeritus when applicable, and Secretary, all of whom shall serve for a term of one year, a Treasurer who shall serve for a term of two (2) years; and two At-Large Representatives who shall serve two (2) year staggered terms. No officer may hold any other elected office in the Corporation during his/her term. Officers or appointees for Board of Trustees positions shall meet the required nomination pre-requisites and agree in writing to fulfill the duties of the position.

##### Section 2 Powers and Duties of Officers

###### A. President

The President shall preside at all meetings of the membership and shall be the representative of the Corporation to the public; shall appoint all committee chairpersons unless the membership, the Board, or these by-laws shall provide otherwise in a specific instance; shall be an ex-officio member of any and all committees; shall have such other powers and shall perform such other duties as the members and the Board may delegate to the President from time to time, and as such may be reasonably construed as being consistent with the responsibilities and duties specified above. In the absence of an Executive Director, the President shall also have the duties of that position, subject to such delegation as the President may make from time to time to other officers.

B. President-Elect

The President-Elect shall become acquainted with the activities of the Corporation and the duties of the President; shall be an ex-officio member of any and all committees; shall be responsible for coordinating and reporting on the activities of one general content area of the Committee structure; and, during the absence or incapacity of the President, have and exercise the authority of the President. He or she shall succeed to the office of President should a vacancy occur prior to the annual election, and furthermore shall be entitled to his or her own tenure in the ensuing year. He or she shall have such other powers and perform such other duties as the Board or President may delegate to him or her.

C. Immediate Past President

The Immediate Past President shall be responsible for serving as Chairperson of the Nominations Committee, and shall serve on the Long Range Planning Committee. He or she shall perform other duties as delegated from the President or assigned by the Board of Trustees.

D. Vice President

The Vice President, in addition to common usage duties, coordinates and reports on the activities of one general content area of the Committee structure and serves as the coordinator of volunteers. In the event of the vacancy of the President-Elect office, the Vice President will assume the duties of the President-Elect.

E. President Emeritus

The Board of Trustees may appoint a President Emeritus by a two-thirds (2/3) vote of the Board. The President Emeritus shall be a current member of the Corporation. The President Emeritus shall serve on the Board of Trustees as a full member, providing historical perspective on Corporation activities. He or she may perform other duties as assigned by the Board of Trustees.

F. Secretary

The Secretary shall be responsible for keeping accurate minutes of the business of the Corporation. He or she shall perform other duties referred to him or her from time to time by the President and the Board of Trustees.

G. Treasurer

The Treasurer shall oversee the financial receipts of the Corporation under the direction of the Board, shall ensure that funds collected are deposited in the name of the Corporation, and shall oversee disbursements for those purposes authorized by the Board. The Treasurer shall oversee the investments of Corporation funds in securities and other savings accounts as approved by the Board of Trustees. The Treasurer shall oversee proper books of account and shall ensure that they are available for review by the Board, and shall render to the officers and the Board a report of all activities as Treasurer. As soon as practicable after the end of each fiscal year, the Treasurer shall submit to the Board a statement of the financial condition of the Corporation certified by independent accountants if required by the Board, consisting of a balance sheet and related statements of income and expense, and of the status of, or changes in, all funds for the preceding year. The Treasurer shall be the Chairperson of the Finance Committee. The Board of Trustees shall require the Treasurer to be bonded in such amount and with such surety or sureties as the Board shall determine, and to be paid by the Corporation. The Treasurer shall perform all the duties generally incident to the office and as may from time to time be assigned by the Board or the President.

H. Members-At-Large Representatives

Two Members-At-Large Representatives shall be responsible for coordinating and reporting on the activities of one general content area of the Committee structure. Each shall perform other duties referred to him or her by the President and the Board of Trustees.

Section 3 Election of Officers

- A. Annually, the Nominations Committee shall prepare a slate of candidates for each open term of elective office, and shall submit this slate to the Board of Trustees in writing. Nominations shall not be made without

the consent of the candidate. Nominees shall meet the required nomination pre-requisites and agree to fulfill the duties of the position.

- B. The Executive Director or designee shall distribute to each member entitled to vote a ballot containing the names of the candidates for each office for which they are nominated. There shall be a single blank line for each office to allow a write-in candidate if a member so chooses. To be valid, the ballot must be returned in the provided form, to the Corporation office not later than the established deadline.
- C. The Chairperson of the Nominations Committee shall, with the assistance of the President and President-Elect, open, count, and rule on validity of all ballots received. The Executive Director or another past-president may serve as alternate at the Chairperson's request for the purpose of counting. The person receiving the highest number of votes for each office shall be declared elected and the Chairperson of the Nominations Committee shall report the results to the membership.
- D. In case of a tie vote, the current Board of Trustees, except the President, shall decide by a secret ballot and a simple majority vote of those forming the required quorum which of the candidates with a tie vote shall be elected. In the event of a tie vote of the Board of Trustees, the President shall cast the tie breaking vote. This meeting and vote by the Board of Trustees shall not occur later than the next scheduled Board of Trustees meeting.

#### Section 4 Ex-Officio Members

- A. The Board of Trustees may, from time to time, appoint such persons as it deems proper to serve as Ex-Officio members of the Board of Trustees, and shall set the conditions under which such members shall serve. Ex-Officio members must be members of the Corporation, and shall serve with voice, but without vote.
- B. The District Coordinator shall serve as Ex-Officio to the Board of Trustees. He or she shall act as a resource to the District Chairpersons and shall facilitate the exchange of information between the District Chairpersons and their respective members, and shall serve on the Education and Professional Development Committee.
- C. The Executive Director shall be the chief executive and administrative officer of the Corporation, having general powers of supervision and management of the affairs of the Corporation and its property, delegated by the Board of Trustees and subject to the approval and direction of the Board; shall have the power to execute all written instruction and documents in the name of the Corporation, including all conveyances of real estate or interests therein, unless some other person is specifically authorized or required to do so by the Board, shall develop or oversee the development of plans, programs, policy statements and financial and other reports and proposals to and for the consideration of the Board; shall have broad discretion and power to execute the programs of the Corporation and the policies and directions of the Board; shall have control of the staff of the Corporation, including hiring, evaluating, and discharging of employees, in accordance with such budgetary and other conditions as may be determined by the Board. The Executive Director shall be an Ex-Officio member of the Board of Trustees, and while he or she may participate in meetings of the Board of Trustees, the Executive Director shall not be entitled to voting privileges on the Board. The Executive Director shall have custody of the permanent records and seal of the Corporation and shall keep the membership records. The Executive Director shall give and serve all notices to members and Board of Trustees members, and perform such other duties generally incident to the office of Executive Director of the Corporation and as may from time to time be assigned by the Board or the President.

#### Section 5 Representatives to the Mid-Atlantic Regional Consortium for Parks & Recreation (MARC)

Purposes and Duties – This delegation shall serve as the liaison between the MARC and the NJRPA, and furthermore shall serve as representative and spokesman as authorized by the Board of Trustees at all meetings and functions of the MARC. The Executive Director shall submit to the Board of Trustees reports and copies of the proceedings of all functions attended on behalf of NJRPA and the MARC.

### Article VII: Committees

#### Section 1 Standing Committees

Except as otherwise provided in these By-Laws, the President shall appoint the Chairperson of the following Committees, membership of which is recommended to be comprised of representatives of each District and each

Section appointed by the Chairperson of the respective Districts and Sections and by individual volunteers. Committees shall meet and provide a written update to the Board of Trustees at least once annually or as requested by the President or the Board of Trustees. For reporting purposes the standing Committees shall be organized into four general content areas: 1) Planning, 2) Professional Development, 3) Internal Affairs, 4) Public and External Affairs.

#### PLANNING

A. Long Range Planning Committee

The Long Range Planning Committee shall consist of the members of the Executive Committee and up to three members appointed by the President. The President-Elect shall serve as Chairperson. The Committee shall meet a minimum of twice a year to address the long range planning needs of the Corporation and review the strategic plan, presenting recommendations to the Board of Trustees as required.

B. Resource Development Committee

The Resource Development Committee shall evaluate and secure financial, technical, environmental, and human resources that are needed to accomplish the goals and objectives of the Corporation.

#### PROFESSIONAL DEVELOPMENT

C. Annual Conference Committee

The Annual Conference Committee shall coordinate and arrange the annual conference sponsored by the Corporation.

D. Education and Professional Development Committee

The Education and Professional Development Committee shall recommend general education and professional development programs to be held in addition to those offered at the Annual Conference; periodically conduct focus groups and/or survey the membership to determine current professional development needs; and assist with the development of Corporation business training.

E. Professional Standards Committee

Professional Standards shall be concerned with all matters of professional ethics and practices related to professional preparation, certification, and/or registration, employment, legislation, and vocational amelioration, and to keep abreast of current professional standards throughout the state and nation, and to monitor current standards pertinent to the profession.

#### INTERNAL AFFAIRS

F. Awards Committee

The Awards Committee shall evaluate and select recipients of awards or other forms of recognition as may be established or made by the Corporation.

G. Constitution Committee

The Constitution Committee shall make recommendations to revise the Constitution and By-Laws of the Corporation and interpret constitutional procedures upon direction of the Board of Trustees.

H. Membership & Marketing Committee

The Membership & Marketing Committee shall encourage eligible persons and organizations interested in recreation, parks, conservation, and leisure services to join or affiliate with the Corporation and to retain their membership in the Corporation. The Membership & Marketing Committee shall work with the office staff to develop a periodic membership directory. The Membership & Marketing Committee shall also review membership categories, and plan and execute an on-going public visibility program for the Corporation.

I. Nominations Committee

The Nominations Committee shall prepare a slate of candidates for officers of the Corporation as provided under Nominations and Elections Procedures". The Nominations Committee is composed of the Immediate Past President of the Corporation who is to serve as Chairperson. If the Immediate Past President is not available to serve, the next Past President in line of succession who is in good standing shall be appointed by the President. The Chairperson of each Section and District of the Corporation or their representatives shall serve as members of the Committee. The Executive Director, District Chair Coordinator, and/or President Emeritus shall attend as a non-voting ex-officio member of the Nominations Committee.

K. Finance Committee

As a sub-committee of the Board of Trustees, the Finance Committee shall consist of the Treasurer as Chairperson, the President, the President-Elect, the Immediate Past President, and the Executive Director. The Chairperson and the President also have the authority to add additional Committee members from members of the Board of Trustees and to add individuals from outside the Corporation to offer financial accounting advice. The duties of the Finance Committee include: prepare the budget and submit it to the Board of Trustees for approval, meet quarterly to review expenses and deposits, review the financial aspects of the Corporation, and review the year-end financial report of the Corporation at the close of the fiscal year prior to its submission to the Board.

L. Personnel Committee

As a sub-committee of the Board of Trustees, the Personnel Committee shall evaluate the job performance of the Executive Director and review the evaluation(s) of subordinate staff completed by the Executive Director on an annual basis, and provide recommendation to the Board of Trustees as to compensation and benefits. The Personnel Committee shall be comprised of the Executive Committee, with the President serving as Chairperson.

PUBLIC AND EXTERNAL AFFAIRS

M. Public Affairs Committee

The Public Affairs Committee shall inform the officers, Board of Trustees, and membership of recent and pending local, state, and national legislation that directly and significantly affects the recreation, park, conservation, and leisure services field and the activities and programs of the Corporation and shall recommend appropriate action. The Public Affairs Committee shall be responsible for the assimilation, dissemination, and formulation of the Corporation's response to pertinent state and national issues.

Section 2 Other Committees

Such other permanent or temporary Committees may be established as may be deemed desirable by the Board or the President, with the consent of the Board. Each Committee will be assigned to a general Committee content area.

Section 3 Removal of Committee Members

The President, with approval of the Board of Trustees, shall have the authority to remove any Committee Chairperson or Committee member with just cause.

Article VIII: Districts

Section 1 Establishment

The Board shall establish geographic districts in order to facilitate better communication and broaden participation in affairs of the Corporation, and all members of the Corporation may participate in the affairs of one or more district(s) to the same extent they are authorized to participate in the affairs of the Corporation under the By-Laws. All members of a District must be members of the Corporation. Each District shall function under its own procedural guidelines adopted by that District and approved by the Board of Trustees.

## Section 2 Meetings

Each District shall meet at least annually during the membership year and have such other meetings as may be called by the District Chairperson or the members of the District.

## Section 3 Officers

The officers of the District shall consist of no less than the Chairperson and Chairperson-Elect.

## Section 4 Elections

Annually, districts shall elect officers as per their procedural guidelines. In the event of a vacancy, the Board of Trustees shall have the authority to vote on an appointment to fill the position.

## Section 5 Committees

The Chairperson of each District shall appoint such Committees as he or she or the membership in the District considers necessary.

## Section 6 Finances

Districts shall have no authority to levy dues to finance their operations although there may be charges to cover the cost of participants of special activities. They shall be financed by the Corporation through the allocation of funds in the budget of the Corporation. The Finance Committee will require District officials to submit a proposed budget of annual expenditures upon which any such allocation may be based. All funds accruing to the Districts shall be treated as part of the funds of the Corporation and shall be deposited with the Treasurer of the Corporation and may be appropriated for District use.

# Article IX: Special Interest Sections

## Section 1 Establishment

Any group of ten (10) or more members of the Corporation who have a common interest or who are engaged in a common special field of park, recreation, conservation, and/or leisure service work may petition the Board to become a Special Interest Section of the Corporation. Such petition must be accompanied by a copy of the procedural guidelines by which the affairs of the Section shall be governed, and a list of the initial members of the proposed Section. Each Section shall function under its own procedural guidelines adopted by that Section and approved by the Board of Trustees. Any member of the Corporation may belong to any Special Interest Section. All members of a Special Interest Section must be members of the Corporation. At such point as a Special Interest Section becomes inoperable, it may be dissolved by a majority vote of the Board of Trustees.

## Section 2 Meetings

Each Special Interest Section shall have an annual meeting, and such other meetings as may be called by the Section Chairperson or the members of the Section.

## Section 3 Officers

The officers of the Sections shall consist of no less than the Chairperson, and Chairperson-Elect.

## Section 4 Elections

Annually, each Section shall elect officers as per their procedural guidelines. In the event of a vacancy, the Board of Trustees shall have the authority to vote on an appointment to fill the position.

## Section 5 Committees

The Chairperson of each Section shall appoint such Committees as he or she or the membership in the Section considers necessary.

## Section 6            Finances

Sections shall have no authority to levy dues to finance their operations although there may be charges to cover the cost of participants of special activities. They shall be financed by the Corporation through the allocation of funds in the budget of the Corporation. The Finance Committee will require Section officials to submit a proposed budget of annual expenditures upon which any such allocation may be based. All funds accruing to the Section shall be treated as part of the funds of the Corporation and shall be deposited with the Treasurer of the Corporation and may be appropriated for Section use.

### Article X: Administration of Property

The Corporation shall have the power to acquire, hold, administer, sell, lease, invest, reinstate, or otherwise dispose of or deal with any assets or property of the Corporation, real or personal, including securities or income thereof, as the Board may from time to time determine, except as may otherwise be required by the instrument of transfer. The Corporation shall have the power, also to receive, utilize, and make donations and grants for purposes consistent with Section I or Article II hereof. The Board shall not authorize any investment that may not lawfully be made by a trust company in the State of New Jersey or in such other jurisdiction in which the property is to be found, except that any investment may be made that is authorized by the instrument of donation or transfer, and the Corporation may retain any property offered to and accepted by the Corporation.

### Article XI: Fiscal Year

The fiscal year of the Corporation shall commence on the first day of July each year.

### Article XII: Management Standards

The Corporation shall conform to management principles which reflect accountability and transparency, prudent fiduciary oversight, legal, ethical, and responsible fundraising, and effective governance for charitable non-profit organizations as recommended by the National Council of Nonprofits. The Corporation shall meet all requirements for tax exemption under section 501(c)(3) of the Internal Revenue Code for charitable organizations, including filing Form 990 annually. The Corporation shall also meet all requirements for Charitable Registration by the Division of Consumer Affairs of the State of New Jersey.

### Article XIII: Indemnity of Board of Trustees and Officers

The Board of Trustees is authorized to indemnify any Board of Trustees member or Officer of the Corporation, or any person who may have served at its request, as a Board of Trustees member or Officer of this Corporation against expenses actually and necessarily incurred by the Board member or Officer in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Board of Trustees member or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties.

The Corporation shall not discriminate in any manner against any person by reason of race, creed, age, color, gender, disability, sexual or affectional orientation, national origin, or religious or political affiliation. The Corporation shall take a positive approach to assure each individual equal opportunity for membership, election, and participation in the activities of the Corporation.

### Article XV: Awards, Incentives and Recognition

## Section 1            General

The Corporation may present such awards, incentives, and recognition as may be approved by the Board of Trustees. All such awards shall be made in the name of the Corporation.

## Section 2            Districts and Sections

Districts and Sections may grant such awards and recognition, with notification to the Executive Director, as may be consistent with their purposes and are not duplicative of or in conflict with the awards of the Corporation.

### Article XVI: Roberts Rules

The rules contained in the latest revision of Robert's Rules of Order shall govern this Corporation in all cases in which they are applicable and in which they are not in conflict with these By-Laws.

#### Article XVII: Amendments

The By-Laws may be amended by a two-thirds vote of the members present and voting at any meeting of the Corporation or by a favorable two-thirds vote of those members voting by ballot, provided written notice of such amendments, with a copy thereof, shall have been distributed to the members entitled to vote at least seven (7) days prior to such meeting or thirty (30) days prior to the voting deadline, whichever procedure is employed.

Revised and adopted by a vote of the membership March 10, 2015