

# CPRS

## DISTRICT 1 BYLAWS



### ARTICLE I

#### Name & Purpose

- 1.01 **NAME:** The California Park & Recreation Society is a California nonprofit mutual benefit corporation. The name of the corporation is CALIFORNIA PARK & RECREATION SOCIETY. The District name shall be DISTRICT 1.
- 1.02 **PURPOSE:** The purpose of the California Park & Recreation Society is to advance the profession of the administration of recreation, parks, and community services; to provide educational opportunities to recreation, parks, and community services personnel; to engage in research to advance the recreation, parks, and community services profession; to disseminate information affecting recreation, parks, and community services in California; and to engage in state and federal advocacy efforts that support and enhance parks and recreation.
- 1.03 **PURPOSE & FUNCTION OF THE DISTRICT:** The purpose and function of District shall be:
1. Provide educational opportunities to members
  2. Provide networking opportunities to members
  3. Perpetuate the profession through leadership development
  4. Support CPRS public policy programs & initiatives

### ARTICLE II

#### Bylaws & Amendments

- 2.01 **CONFORMANCE:** District bylaws must be in conformance with Society bylaws at all times.
- 2.02 **BYLAW CHANGES:** Any bylaw change that may materially impact the members will be reviewed and approved by the State Board of Directors prior to submitting them to the District and membership for approval. The District representative must present proposed changes to the CPRS Secretary-Treasurer. The Secretary-Treasurer will review the proposed change(s) and present the District bylaws to the State Board of Directors for their approval.

## **ARTICLE III**

### **Membership**

- 3.01 **QUALIFICATIONS FOR VOTING MEMBERSHIP:** Only members in good standing with the California Park & Recreation Society and holding membership within District 1 shall be able to vote or hold office in that District.
- 3.02 **MEMBER LIABILITY:** No member of the Society shall be personally or otherwise liable for any of the debts or obligations of the Society.

## **ARTICLE IV**

### **Board and Officers**

- 4.01 **COMPOSITION OF THE DISTRICT 1 BOARD OF DIRECTORS:** Minimal requirements for the District 1 Board to be considered viable is a total of ten (10) with five (5) of them being officers. Officers are considered:
- 1 President
  - 1 Vice-President
  - 1 Past President
  - 1 Secretary
  - 1 Treasurer
- The other five positions (Board Members at Large) shall be determined by the District 1 Officers with the approval of the District 1 Members.
- 4.02 **LEGISLATIVE REPRESENTATIVE:** The District 1 President may appoint a Legislative Representative. If none is appointed it shall be the responsibility of the President to serve as that representative.
- 4.03 **TERMS OF OFFICE:** The terms of office for officers shall be one year with the exception of Vice President which is a three (3) year term. The office of Vice President will automatically advance to the office of President, and then to Past President.
- 4.04 **OFFICERS' OBLIGATION TO ATTEND ALL MEETINGS:** It shall be the duty of all officers to attend all board meetings. A Board member with two (2) unexcused from meetings of the Board is considered to have vacated the position of office and the Board will move forward with filling the vacancy. It shall be the responsibility of the District or Section President to notify the Board member by

telephone followed by a letter stating they have been removed from the Board office due to failure to notify the Board of their absence from two (2) meetings.

- 4.04.1 EXCUSED ABSENCES: A Board member who is ill or who is temporarily incapacitated may receive an excused absence directly from the President. The Board members must notify the District 1 President prior to the meeting to receiving an excused absence. Board members shall be allowed to miss no more than a total of three (3) Board meetings during his/her term.
- 4.05 MEETING BY CONFERENCE TELEPHONE: Members of the Board may participate in a meeting through use of conference telephone as long as each member participating in the meeting can communicate with all of the other members concurrently.
- 4.06 MEETING BY OTHER ELECTRONIC MEANS: Members of the Board may only participate in a meeting through use of electronic transmission by and to the corporation by complying with Sections 20, 21 and 7211 of the California Corporations Code or any revisions to those sections.
- 4.07 ELECTION OF OFFICERS: Election of officers shall be by vote of the qualified members of the Society and in accordance with procedures set forth in these Bylaws. After one year of serving as Vice President, that officer shall progress to the office of President, and then to the office of Past President.
- 4.08 DUTIES OF THE OFFICERS: The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the District 1 job descriptions. In addition, the President serves as Chair of the Board and shall preside at board meetings, the Vice-President acts in place of the President when the President is not available; and the Treasurer is the Chief Financial Officer of the District.
- 4.09 IRS REQUIREMENT: In conformance with Internal Revenue Service (IRS) requirements, the District must annually submit an annual financial report for the period May 1<sup>st</sup> through April 30<sup>th</sup> to the CPRS headquarters office. This report must be received by May 31<sup>st</sup>.
- 4.10 STATE BOARD REGION 1 REPRESENTATIVE: The State Board of Directors Regional Representative shall serve as an ex-officio member of their assigned District and shall receive all communications as a standing Board member.

## **ARTICLE V**

### **Meetings**

- 5.01 MEETING OF THE DISTRICT 1 BOARD OF DIRECTORS: There shall be at least three (3) meetings of the District 1 Board annually.
- 5.02 ANNUAL MEETINGS: There shall be at least one (1) general membership meeting within District 1 with dates and location determined by the Board.

## **ARTICLE VI**

### **Committees & Task Forces**

- 6.01 ESTABLISHMENT OF COMMITTEES: The Board of Directors may establish committees to which it may delegate various governance or programmatic functions including but not limited to education, networking, finance, audit, communications, scholarship, or nominations and elections.

## **ARTICLE VII**

### **Elections**

- 7.01 NOMINATION AND ELECTION COMMITTEE: The Nominating and Election Committee shall each year notify the entire membership of the District 1 at least sixty (60) days before the CPRS annual conference inviting suggestions for nomination for officers and members at large. Elections must coincide with the State CPRS Elections and have installed new Board members before May 1 of each year.
- 7.02 BOARD APPROVAL OF SLATE: The Nominating and Election Committee shall submit in writing, the slate of candidates for District 1 Board approval. Candidates must give written consent to their nomination.
- 7.03 BALLOTS: The President, or their designee, shall have prepared and submitted to each member qualified to vote, not later than thirty (30) days before the CPRS conference, a written ballot carrying the names of candidates. Names shall be listed on the ballot in alphabetical order. Below the names of the candidates for each office a blank line shall be provided for a write-in candidate. A notation on the ballot shall specify the day by which the ballot is to be returned to the Nominating and Election Committee which shall be at least fourteen (14) days prior to the CPRS conference.

- 7.04 **VOTING BY OTHER ELECTRONIC MEANS:** CPRS reserves the right to allow voting by electronic means only when it is deemed appropriate and at a time when CPRS has the capacity to do so. Upon approval by the State Board of Directors, members may only vote through use of electronic transmission by and to the corporation by complying with Sections 20, 21 and 7510(f) of the California Corporations Code or any revisions to those sections.
- 7.05 **TABULATION OF VOTES:** It shall be the duty of the District 1 Nominating and Election Committee to select at least two members who are not current candidates to count the votes. The person receiving the highest number of votes for each office shall be declared elected. Results of the election shall be ratified by the District 1 Board of Directors at their next scheduled meeting. Ballots received after the specified deadline shall be unopened and discarded.
- 7.06 **TIE-BREAKER:** In the event of a tie, the Nominating and Election Committee shall report this to the District 1 Board of Directors at their next scheduled meeting. A vote of that Board of Directors will be taken by secret ballot at this meeting to determine the successful candidate.

## **ARTICLE VIII**

### **Policies & Procedures**

- 8.01 **POLICIES & PROCEDURES:** The District 1 Board of Directors may adopt, by majority vote of the Board, policies or procedures which govern the District.

## **ARTICLE IX**

### **Quorum**

- 9.01 **BOARD OF DIRECTORS:** Quorum for meetings of the District 1 Board of Directors shall be one more than half of the total number of members of the Board of Directors.
- 9.02 **MEMBERS:** A Quorum for a General Membership Meeting shall be those District members present.

## **ARTICLE X**

### **Parliamentary Authority**

- 10.01 **PARLIAMENTARY AUTHORITY:** The current edition of Sturgis, The Standard Code of Parliamentary Procedure, governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws, or adopted rules.

## **ARTICLE XI**

### **Amendments**

- 11.01 **AMENDMENT:** These Bylaws may be amended by a majority vote of the District 1 Board or the members, provided that any amendment to the Bylaws, which will materially affect the rights of members, must also be approved by a majority of the members.

## **ARTICLE XII**

### **Indemnification & Insurance**

- 12.01 **INDEMNIFICATION:** To the fullest extent permitted by law, this corporation shall indemnify and defend its directors, officers, employees, and other persons described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in these Bylaws shall have the same meaning as in Section 7237 (a) of the California Corporation Code.
- 12.02 **INSURANCE:** CPRS shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent’s status as such.