



**BY LAWS OF THE
MAINE RECREATION AND PARK ASSOCIATION
(A Maine Non-profit Corporation)
Working Draft- Updated December 19, 2022**

ARTICLE I

Name, Purpose and Location

Sec. 1. The name of the Corporation is the Maine Recreation and Park Association, a Maine non-profit corporation (hereinafter, the “State Association”).

Sec. 1.1 This organization is an affiliate of the National Recreation and Park Association (NRPA)

Sec. 2. The State Association is organized for all purposes permitted under the Maine Non-Profit Corporations Act, 13-B M.R.S.A. and specifically the Aims and Objectives of the Corporation Act. The Aims and Objectives of this Association are as follows:

- To unite into one State Association all individuals, groups and organizations in the broad field of recreation and park service and those students at the undergraduate and graduate level of this field.
- To foster and maintain the highest standards of professional qualifications, training and ethics.
- To stimulate and promote planned recreation, park and leisure service throughout the State.
- To support qualified leadership in the fields of recreation and parks.
- To study, analyze and take action on legislation pertaining to recreation and parks.
- To affiliate with State and National organizations in related fields.
- To promote principles and standards for the improvement of all types of leisure services.
- To protect the interests of professional recreation personnel as a group and/or as individuals in matters of professional concern.

Sec. 3. The principal location shall be the office of the MRPA Executive Director with a secondary location at the office of the current MRPA President, and/or at other such locations in the State of Maine as the Board of Directors may determine or the business of the State Association may require.

ARTICLE II

Membership

Sec. 1. The State Association shall have nine (9) classes of membership. The classes of membership are as follows:

- **Professional Membership:** persons employed full-time in an administrative or staff position in governmental, institutional, or other leisure/recreational/park related organization. This includes professionals in therapeutic, park, municipal, military, university or other settings (includes certified AND non-certified persons). Anyone certified under the MRPA Professional Certification Plan must hold a Professional Membership.
- **Associate Membership:** all persons employed part-time or seasonally in a recreation, therapeutic, or park related field.
- **Friends Membership:** Park and Conservation Commissions, individuals (including non-recreation students), or group affiliates not in the leisure field.
- **Citizen Board Membership:** individuals serving as volunteer members on park and/or recreation boards, Commissions, or Committees.
- **Commercial Membership:** includes two employees of businesses and/or organizations that provide services and/or products to the park and recreation field. Additional employees may be included with any Commercial Membership at an additional fee.
- **Honorary Membership:** Honorary Membership shall be voted by the Board of Directors initially; such members shall retain non-voting membership until the Board rescinds such membership. This membership is granted to dignitaries, elected officials, and others who have contributed to the enhancement of MRPA and/or parks and recreation in the State of Maine.
- **Agency Membership:** Group membership for a maximum of five employees and/or board members associated with one agency. Additional membership may be included with any Agency Membership at an additional fee.
- **University/College & Student Membership:** Membership for students, faculty, and staff of colleges and universities.
- **Retired Professional:** any person who has retired from a professional position in the park, recreation and leisure service field.

- Sec. 2.** Dues: The membership shall pay dues annually as determined by the approved budget. Membership shall be for the calendar year starting January 1. Any person not renewing their membership within 60 days of the beginning of the calendar year will no longer be a member in good standing and will forfeit all membership services and privileges.
- Sec. 3.** Privileges: All members who have paid the annual dues shall have one (1) vote, with the exception of Honorary Members who shall be non-voting members, and shall enjoy other such privileges as membership in the association may entitle them.
- Sec. 4.** All applications for membership shall be submitted on approved application forms to the Association. The Chair of the Membership Committee will enter the member's name to the membership roster and forward the payment to MRPA.
- Sec. 5.** A member can withdraw at any time. Additionally, the Board of Directors present at any duly called meeting may remove any member with sufficient cause. Written charges specifying the alleged sufficient cause detrimental to the purposes of the State Association may be submitted by any representative of a member of the State Association to any officer of the Board of Directors. A copy will be provided to the member charged and the member shall have the opportunity to respond to the charge at a meeting of the Board of Directors. A two-thirds vote of all current members of the Board of Directors shall be necessary to affect the removal. **If a member withdraws, or is removed, no refund will be given.**

ARTICLE III

Board of Directors

- Sec. 1.** The affairs of the State Association shall be managed by a Board of Directors, elected annually by membership which will consist of the Association Officers (see Article IV, Sec. 1) and the immediate past president, 3 members at large, 1 representative from each state region (**Southern Maine Representative, Central Maine Representative, Northern Maine Representative**), 1 Citizen Board Member, **1 Diversity, Equity, and Inclusion Representative**. The Board of Directors shall have the authority to appoint ex-officio members representing the Maine student section, therapeutic recreation interest section, private non-profit section, armed forces section and other areas of interest. Each Director shall hold office for a one (1) year term or until his or her successor shall have been elected and qualified if longer than one (1) year. ~~Regional council representatives serve on the State Association Board of Directors for the duration of their regional council term.~~

~~**Sec. 2.** Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the President with approval of the Board of Directors. A member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.~~

~~**Sec. 3 2.** Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the President with approval of the Board of Directors. A member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. A member appointed to fill a vacancy of any (NERC) representative shall serve until the next annual elections of the State Association.~~

Sec. 4 3. Any official action may be taken by the Board of Directors without an official meeting if the following conditions are met: a written document is created explaining such action, the document is signed by every member of the BOD, every BOD member indicates their vote on the action to be taken, and the document is filed with the Secretary of the State Association as part of the corporate records. Action taken in this manner will require only a simple majority for approval.

Sec. 5 4. A majority of the Directors shall constitute a quorum for the transaction of business. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the State Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the State Association may adopt. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Title 13-B of the Articles of Incorporation or the Bylaws.

Sec. 6 5. The Board of Directors shall meet monthly at least ten (10) months of the year. The first meeting of the business year (~~referred to as the Annual Meeting of the Board of Directors~~) shall follow the annual membership meeting closely as possible and within the normal schedule for monthly meetings. **shall fall in the first month of the fiscal year (Defined in Article 8, Sec 1).** A complete year-long schedule of meetings shall be established at the first meeting of a new Board of Directors and such schedule shall be made public.

Sec. 7 6. A member of the Board of Directors may be removed as hereinafter provided. Written charges specifying the alleged sufficient cause detrimental to the purposes of the State Association may be submitted by any representative of a member of the State Association to any officer of the Board of Directors. A copy will be provided to the Director in charge and the Director shall have the opportunity to respond to the charge at a

meeting of the Board of Directors. A two-thirds vote of all current members of the Board of Directors shall be necessary to effect the removal.

Sec. 8-7. Any member of the Board of Directors who misses three (3) consecutive Board Meetings or five (5) meetings throughout the fiscal year (Defined in Article 8, Sec. 1) may be subjected to termination at the discretion of the current members of the Board of Directors. A two-thirds vote of all current members of the Board of Directors shall be necessary to effect the removal.

ARTICLE IV

Officers

Sec. 1. The Officers of the State Association shall be elected by the membership and shall consist of a President, Vice-President, Secretary, Treasurer, and Parliamentarian. The Parliamentarian shall not have director voter privileges.

Sec. 2. The Officers of the State Association shall hold office until their successors are chosen and qualified. Any vacancy occurring in the offices of the State Association may be filled by the President with approval of Board of Directors.

Sec. 3. **President:** The President shall be the chief executive officer of the State Association, shall preside at all meetings of the members and of the Board of Directors, shall have the general and active management of the business of the State Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall appoint Chairpersons to each Standing Committee and Special Committee subject to the approval of the Executive Board, shall be ex-officio member of all standing committees and represent the Association at meetings of matters of vital interest to the Association and its activities.

Sec. 4. **Vice-President:** It shall be the duty of the Vice-President to be the general executive head of the State Association in the absence of the President. He or she shall preside at all meetings of the Members and Directors when the President is not present. The Vice President shall succeed to the Presidency should a vacancy occur in the Presidency prior to the annual meeting and generally assists the President when called upon.

Sec. 5. **Secretary:** The Secretary shall attend all meetings of the Board of Directors and general membership meetings, and shall record all the proceedings of the Board of Directors and of the membership in a book

kept for that purpose and shall give notice of special meetings to the Board of Directors. The Secretary shall post and/or make available the minutes of all meetings following acceptance by the Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he or she shall be. The Secretary shall also keep the records of all general membership meetings and all the Board of Directors' meetings and shall perform such other duties and have such powers as are prescribed by the Maine Non-Stock/Non-Profit Corporation Act.

Sec. 6. Treasurer: The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the State Association and shall deposit all monies and other valuable effects in the name and to the credit of the State Association in such depositories as may be designated by the Board of Directors. They shall disburse the funds of the State Association in accordance with these Bylaws as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the State Association. All financial records must be retained for seven years.

Any single financial transaction to a single source exceeding one thousand dollars (\$1,000) shall require approval of the Treasurer and the President (or VP if acting in absence of the President).

A financial review of the Association financial records and federal tax return will be completed by an accounting firm annually within six months of the end of the Association's fiscal year. (Defined in Article 8, Sec. 1)

Sec. 7. Parliamentarian: The Parliamentarian shall be familiar with Robert's Rules of Order and shall ensure that all meetings are conducted accordingly.

ARTICLE V

Elections

Sec. 1. Elections for the Board of Directors shall be conducted at the Annual Meeting. A list of persons nominated for the office(s) shall be made available to the members thirty (30) days prior to the Annual Meeting of the Association. All elections shall be determined by majority vote of members present and absentee ballots verified by the

Nominations and Elections Committee. Nominees must be current, dues paying members in good standing to be eligible for election to any office.

Sec. 2. Balloting for all officers and Directors takes place at the Annual Meeting of the Association at which time nominations from the floor will be accepted. Absentee ballots verified by the ~~Nominations and Elections Committee~~ **Executive Director and Immediate Past President** shall be included with ballots from the membership present at the Annual Meeting. ~~Nominees must be current, dues paying members in good standing to be eligible for election to any office.~~

Sec. 3. Election results are announced at the Annual Meeting. In the case of a tie for the winner of any elected position, the voting members present at the Annual Meeting shall vote in a second ballot. This second ballot will include only the names of the candidates who were tied for the winner of that position. If still tied after a second ballot, additional ballots will be taken until the tie is broken. The one exception to ballots beyond a second ballot will be in the At-Large category. In this category if the vote is still tied after two ballots, then both people will serve (which will put an extra person on the Board of Directors for that year only).

Sec. 4. The new Board of Directors shall assume their duties at the ~~termination of the Annual Meeting~~ **start of the next fiscal year. (Defined in Article 8, Sec. 1)**

ARTICLE VI

Meetings

Sec. 1. The Annual Meeting of the membership shall customarily be held in conjunction with the Spring Conference, or at such other date and time as the Board of Directors shall determine for the purpose of electing Directors and for the transaction of other business.

Sec. 2. Special meetings of the membership may be called for any purpose on no less than ten (10) nor more than fifty (50) days' prior notice by the President or two (2) Directors. Notice of special meetings may be written or oral and shall clearly describe the nature of the business to be handled at such special meeting. Any group of ten (10) members may petition in writing the President to hold a special meeting of the Association.

Sec. 3. The Board of Directors may designate any place, either within or without the State of Maine, as a place of meeting for any annual meeting of the Board of Directors or for any special meeting called by the Board of Directors.

Sec. 4. The Annual Meeting of the Board of Directors shall be held following the annual membership meeting as closely as possible, or such

other date as the BOD may determine after the annual membership meeting.

Sec. 5. Special meetings of the Board of Directors may be called for any purpose on no less than ten (10) nor more than fifty (50) days prior notice by the President or two (2) Directors. Notice of special meetings may be written or oral and shall clearly describe the nature of the business to be handled at such special meeting.

Sec. 6. Ten percent (10%) of the membership shall constitute a quorum for all Association Meetings. A quorum for a Board of Directors meeting shall be a majority of its constituted membership.

ARTICLE VII

Powers of the Board of Directors

Sec. 1. The Board of Directors shall have the general management, control and direction of the business, property and affairs of the State Association with full and plenary powers to carry on its business within the scope of its purposes and these Bylaws and otherwise further and accomplish the objectives for which this State Association is organized.

Sec. 2. The Board of Directors shall have power and authority hereby conferred upon them as a Board of Directors to exercise all such powers and to do all such things and acts as may be exercised by the State Association itself but subject, nevertheless, to the provisions of the Bylaws and to any regulations from time to time made by the members, provided that no such regulation made by the members shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had been made.

Sec. 3. The Board of Directors shall prescribe the forms and procedures for receiving and disbursing all funds due or entrusted to the State Association.

Sec. 4. To further the purposes of the State Association, the Board shall have the power to purchase, hold, sell or lease real estate, incur debts, borrow money, and enter into contracts of every kind and nature and to perform such other acts and duties as may be legal and necessary in the furtherance of the purposes of the State Association and said Board of Directors shall designate such official or officials to execute any and all instruments necessary or proper for the performance of said powers.

ARTICLE VIII

Budget

- Sec. 1.** The fiscal year of the State Association shall be the period from July 1 through June 30.
- Sec. 2.** The State Association shall have a budget.
- Sec. 3.** The State Association shall have a Budget Committee.
- Sec. 4.** The State Association shall vote to adopt a budget at its Annual Meeting.
- Sec. 5.** The Budget Committee shall cause to be made available to the membership a proposed budget at least thirty (30) days prior to the Annual Meeting.
- Sec. 6.** The budget shall represent the proposed expenditures and revenues of the State Association for one year.

ARTICLE IX

Amendments

- Sec. 1.** These bylaws may be amended by a two-thirds (2/3) vote of eligible members voting (a quorum) at the Annual Meeting or a special meeting. The Executive Director and/or Secretary shall ~~mail or cause to be made available~~ **share** a copy of proposed amendment(s) ~~to~~ **with** the membership at least thirty (30) days prior to the meeting at which a vote on said amendments shall be taken. **This information will also be listed on the MRPA Website.**
- Sec. 2.** Amendments to Bylaws shall take effect from the date of their adoption.

ARTICLE X

Committees

- Sec. 1.** The Board of Directors, by official action at a regular meeting, may designate and appoint one or more committees each of which shall consist of active members of the State Association, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors and the management of the State Association, provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any committee or any Director or Officer of the State Association ;

amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the State Association ; authorizing the voluntary dissolution of the State Association or revoking proceedings therefore; adopting the plan for the distribution of the assets of the State Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it, there by law.

Sec. 2. Each member of a committee shall continue as such until the next annual meeting of the members of the State Association and until their successor is appointed, unless the committee shall be sooner terminated or unless such member is removed from such committee or unless such member shall cease to qualify as a member thereof.

Sec. 3. The president shall appoint one member of each committee as Chairman.

Sec. 4. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Sec. 5. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum in the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the entire committee.

Sec. 6. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

Sec. 7. The Standing Committees of the Association are as follows:

- Advocacy
- Awards
- Budget and Finance
- ~~Bylaws~~
- Diversity, Equity, and Inclusion
- Membership
- ~~Nominations and Elections~~
- ~~Personnel Standards and Certification~~

- Professional Development and Training
- Professional and Student Development Grants
- Youth Sports

Sec. 8. The Board of Directors may establish additional standing and/or ad-hoc committees if deemed necessary.

ARTICLE XI

Dissolution or Termination and IRS Provisions

Sec. 1. Upon the dissolution of the State Association or the termination of its activities, the assets of the State Association remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and as a charitable eleemosynary, benevolent or education corporation within the meaning of Title 13-B of the Maine Revised Statutes, as amended.

No part of the net earnings of the State Association shall inure to the benefit of any member, director, or officer of the State Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the State Association in carrying out one or more of its purposes) and no member, director or officer of the State Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the State Association.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the State Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the State Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the State Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the State Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the State Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

ARTICLE XII

Right of Indemnification

The State Association shall have power to indemnify any Officer or former Officer of the State Association or any person who may have served at its request as an officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him or her 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 Officer, except in relation to matters as to which he or she shall have been adjudged in such action, suit or proceeding to have been liable for negligence or misconduct in the performance of any duty of the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which such Officer may be entitled, under any Bylaw, agreement, vote of Members(s) or otherwise