

## Article I - Organization

*To align with more recent standard bylaws formatting the name and purpose, a new first section was created.*

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• Membership in the Wisconsin Park &amp; Recreation Association, Inc., a state affiliate of the National Recreation and Park Association, shall be designated as Student, Individual, Commercial, Organizational, Board/Commission, Lifetime, Emeritus, Agency Group, Department Professional, University/Faculty and Office Support.</li> <li>• <i>(from Article IV, Sec 3)</i> An Executive Director may be retained by the Board of Directors and subject to the control of the Board, serving at the pleasure of the Board, and shall serve as an ex-officio non-voting member of the Board of Directors.</li> <li>• <i>(from Article IV, Sec 8)</i> The Executive Director shall be responsible for office operations, duties as noted in the job description, and other duties assigned by the Board of Directors.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Section 1 – Name:</b> The name of the Association is the Wisconsin Park &amp; Recreation Association, Inc. (WPRA), a state affiliate of the National Recreation and Park Association.</li> <li>• <b>Section 2 – Purpose:</b> WPRA is a statewide voluntary organization dedicated to enriching the professional and educational opportunities available to personnel in parks, recreation and related fields, so that they may better service the needs of their communities and or participants, and to advocate and promote the benefits of parks and leisure services to the general public.</li> <li>• <b>Section 3 – Executive Director:</b> An Executive Director may be retained by the Board of Directors and subject to the control of the Board, serving at the pleasure of the Board. The Executive Director shall be responsible for office operations, duties as noted in the job description, and other duties assigned by the Board of Directors. The Executive Director does not count in the quorum for the Executive Committee or Board of Directors, nor do they have voting privileges.</li> </ul>	<p><b>Section 1</b> outlines the name and affiliation with National, but the description of member types was removed as it's clarified in Article II</p> <p><b>Section 2</b> added the purpose of the organization.</p> <p><b>Section 3</b> was condensed here to streamline three previous Sections: Article IV – Terms and Duties of Officers (Sections 3 &amp; 8) and Article V – Terms and Duties of the Board of Directors (Section 1)</p> <p><i>Maybe re-separated and moved back if deemed important to have in both Officers &amp; Board of Directors sections. Or an entirely new Article added to the Bylaws for Executive Director.</i></p>

## **Article II - Membership**

*Previously the membership categories were listed in the order they were added to the bylaws over time. Language about voting and the right to hold office was streamlined in all categories.*

**Section 1 – Categories:** Membership in the WPRA shall be designated as an Individual Membership or Group Membership.

### **A. Individual Membership Categories**

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Individual Membership shall be open to those employed full time in the areas of recreation, parks, forestry, conservation, aquatics, therapeutic recreation or related field. Each shall have the right to vote and hold office.</li> <li>• Office Support Memberships shall be available to permanent office staff employed in Aquatic/Park/Recreation/Therapeutic Recreation related agencies which have a current membership with the Wisconsin Park &amp; Recreation Association. Such membership includes the privilege of voting and holding office.</li> <li>• Emeritus Membership is open to all retirees from the park, recreation, and allied leisure fields. Emeritus status can include Lifetime members of WPRA as well. A one-time fee as determined by the Board is required. Said members pay an annual cost of services fee at established rates. If a member has both Lifetime and Emeritus membership, only one full service charge will be assessed annually. Each shall have the right to vote and hold office.</li> </ul>	<p><b>Section 1 – Categories:</b> Membership in the WPRA shall be designated as an Individual Membership or Group Membership.</p> <ul style="list-style-type: none"> <li>• <b>A. Individual Membership</b> <ul style="list-style-type: none"> <li>○ <b>i. Individual Professional:</b> Individual Professional Membership shall be open to those employed full time in the areas of parks, recreation, forestry, conservation, aquatics, or a related field. Each shall have the right to vote and hold office.</li> <li>○ <b>ii. Administrative:</b> Administrative Memberships shall be available to permanent office staff employed in agencies which have at least one current Individual Professional member. Each shall have the right to vote and hold office.</li> <li>○ <b>iii. Emeritus:</b> Emeritus Membership is an individual membership and shall be open to all retirees formerly holding an individual or group membership. Emeritus status may also include Lifetime Honorary Members. Each shall have the right to vote and hold office.</li> </ul> </li> </ul>	<p><i>Notes here affect these next two pages: Individual Membership Categories</i></p> <p>Office Support changed to Administrative to be inline with current practice.</p> <p>Repetitive language identifying types of agencies removed from Administrative and Emeritus descriptions.</p> <p>References to fees being charged and rates to new section in the Membership Process.</p>

<ul style="list-style-type: none"> <li>• The Lifetime Honorary Membership is awarded to any current member who retires and has a record of 10 years or more of WPRA membership. Said members may receive services at established rates.</li>   <li>• Citizen Advocate &amp; Friend Membership is open to all citizens with an interest in promoting and advocating parks and recreation. A Citizen member of the State Association is neither a Professional in the field nor a student member. This category would also not apply to current Park &amp; Recreation Board and Commission members. Members in this category cannot vote or hold office.</li>   <li>• The Student Membership shall be open to any undergraduate student currently enrolled full-time (12 or more credits) in a college or university. Student membership does not include the privilege of voting except as members of committees or holding office, except that the Student Section Chairperson shall be a full voting member of the Board of Directors. A Student Membership includes the Student Section plus <u>one</u> additional professional membership category, i.e. Aquatics, Recreation, Park.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>iv. Lifetime Honorary:</b> Lifetime Honorary Membership is awarded to any current member who retires and has a record of 10 years or more of WPRA membership. Unless they hold a dual Emeritus Membership, Members in this category cannot vote or hold office.</li>   <li>○ <b>v. Citizen/Advocate/Friend:</b> Citizen Advocate &amp; Friend Membership is open to all citizens with an interest in promoting and advocating parks and recreation. This membership is for individuals who do not fit within another WPRA membership category. Members in this category cannot vote or hold office.</li>   <li>○ <b>vi. Student:</b> Student Membership shall be open to any student currently enrolled full-time in a college or university. Student Membership does not include the privilege of voting except as members of committees or holding office, except that the Young Professionals Network Section Representative shall be a full voting member of the Board of Directors if they are classified as a Student Member.</li> </ul>	<p>Removed language referencing students in Citizen/Advocate/Friend section as it infers such by stating it is for individuals who do not fit in another category. Student definition is described in that category.</p> <p><i>Student Section changed to Young Professional Network Section.</i></p> <p><u>Board decided 8/14/18:</u> Removal of the word “undergraduate”; reference to a quantity of (12 or more) credits; and “A Student Membership includes the Student Section plus <u>one</u> additional professional membership category, i.e. Aquatics, Recreation, Park.” from the definition of Student Membership.</p>
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## B. Group Membership Categories

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Department membership shall be open to those employed in the areas of recreation, parks, aquatics, forestry, conservation, therapeutic recreation or related field. There must be two (2) individuals employed by the same agency. Each shall have the right to vote and to hold office.</li>   <li>• The Agency Group Membership shall be open to those employed in the areas of aquatics, recreation, parks, forestry, conservation, therapeutic recreation or related field. There must be at least three (3) individuals employed by the same agency. Each shall have the right to vote and to hold office.</li>   <li>• Organizational Memberships shall be open to non-profit organizations with related interests. An individual designee of the organization shall be entitled to membership services, have the right to vote and hold office.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>B. Group Membership Categories</b> <ul style="list-style-type: none"> <li>○ <b>i. Department:</b> Department Membership is granted for agencies which have two (2) members which qualify for Individual Membership status. Each member of a Department Membership shall have the right to vote and to hold office.</li>   <li>○ <b>ii. Agency:</b> Agency Membership is granted for agencies which have three (3) members which qualify for Individual Membership status. Each member of an Agency Membership shall have the right to vote and to hold office.</li>   <li>○ <b>iii. Organizational:</b> Organizational Memberships shall be open to non-profit organizations with related interests. An individual designee of the organization shall be entitled to membership services and have the right to vote and hold office.</li> </ul> </li> </ul>	<p><i>Notes here affect these next two pages: Group Membership Categories</i></p> <p>Better clarification of Department memberships being for agencies with 2 Individual memberships and Agency for 3 Individual memberships.</p>

<ul style="list-style-type: none"> <li>• The University/Faculty Membership is open to those employed at universities offering a park and/or recreation related curriculum. If the number of faculty exceeds four, additional individuals may join at the agency group rate.</li> <li>• Board/Commission Memberships shall be open to citizen Boards, Commissions, Committees, and Councils relating to parks and recreation. Each designated member shall be entitled to membership services, have the right to vote and hold office.</li> <li>• Commercial Memberships shall be available to firms interested in supporting the work of the Association. Such membership does not include the privilege of voting or holding office.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>iv. University/Faculty:</b> University/Faculty Membership shall be open to those employed at universities offering a park and/or recreation related curriculum. If the number of faculty holding membership exceeds five (5), additional individuals may join at the Agency rate. Each designated University/Faculty Member shall be entitled to membership services, have the right to vote and hold office.</li> <li>○ <b>v. Board/Commission:</b> Board/Commission Memberships shall be open to citizen Boards, Commissions, Committees and Councils relating to parks and/or recreation. Each designated Board/Commission Member shall be entitled to membership services and have the right to vote and hold office.</li> <li>○ <b>vi. Commercial:</b> Commercial Memberships shall be available to firms interested in supporting the work of the Association. Members in this category cannot vote or hold office.</li> </ul>	<p>Currently this membership category allows for 5 (not 4 as previously noted in bylaws), this is a corrective change based on current practice.</p>
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## **Article II - Membership (continued)**

*Previously some language about fees was included in membership category descriptions and the application and payment details were included as additional articles. These were removed from the description section and merged with the previous Article II – Dues and Fees into a new Section of Article II – Membership.*

### **Section 2 – Membership Process**

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• Application for membership in the Association shall be submitted to the Association office.</li> <li>• Dues may be pro-rated as determined by the Board of Directors from time to time for new members joining WPRA as an "Individual", "Group Agency", "Departmental", or "University/Faculty" member. A new member shall be defined as a person who has not been a member of WPRA for three (3) years prior to their membership application being submitted to the Association office.</li> <li>• Dues for the membership year of January 1 through December 31 shall be payable to the Association office on or before January 1.</li> <li>• The existing dues and section fee structure remain in effect until such time as it may be altered by the Board of Directors. Alterations must be instituted by August 1st to take effect in any ensuing year.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Membership Process</b> <ul style="list-style-type: none"> <li>○ <b>A. Application:</b> Application for membership in the Association shall be submitted to the Association office. A new member shall be defined as an applicant who has not been a member of WPRA for three (3) years prior to submission.</li> <li>○ <b>B. Dues:</b> Dues align with the fiscal year, and shall be payable to the Association office on or before January 1.</li> <li>○ <b>C. Rate:</b> The existing dues and section fee structure remain in effect until such time as it may be altered by the Board of Directors. Alterations must be instituted by August 1st to take effect in any ensuing year. Dues may be pro-rated as determined by the Board of Directors from time to time for new members.                             <ul style="list-style-type: none"> <li>• <b>a. Premiere Student Rates:</b> A tiered structure of discounted rates may be provided to two (2) or more Student Members from the same University.</li> </ul> </li> </ul> </li> </ul>	<p>Language was moved and further detailed to clarify the membership process of application for, sustaining and termination of membership, in that order.</p> <p><i><u>Board decided 8/14/18:</u></i> Dues should state that they follow the fiscal year, not separately identify January 1 through December 31 in this section.</p> <p>Previous bylaws did not reference Premiere Student or Agency rates, these are now added.</p>

<ul style="list-style-type: none"> <li>• Non-payment of annual dues or failure to meet the qualifications and requirements for membership as determined by the Board of Directors from time to time will result in termination of membership and services, except as noted elsewhere in the By-Laws.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>b. Premiere Agency Rates:</b> A tiered structure of discounted rates may be provided to Agency Members who have four (4) or more members which qualify for Individual Membership status.</li> <li>○ <b>D. Emeritus/Lifetime Honorary Exclusion:</b> Emeritus Members are assessed an annual fee for services at a rate to be determined by the Board of Directors on an annual basis. If a member has both Lifetime Honorary and Emeritus membership, only one full service charge will be assessed annually.</li> <li>○ <b>E. Termination:</b> Non-payment of annual dues or failure to meet the qualifications and requirements for membership as determined by the Board of Directors from time to time will result in termination of membership and services, except as noted elsewhere in the Bylaws.</li> </ul>	<p>Exclusion for Emeritus/Lifetime membership was removed from category description and added to the process category.</p>
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## Article III – Terms and Duties of Officers

### Officers & Officer Terms

*Nominations/Election details were moved to after the hierarchical structure to streamline the document.  
Better to first define the operating structure, then the procedure to become involved with it.*

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The officers of the Association are the President, the President-Elect, the Secretary/Treasurer, the Past President, and the Executive Director.</li> <li>• Officers shall assume their responsibilities on January 1 following their election or appointment. They shall serve a one year term, with the Secretary/Treasurer serving two years.</li> <li>• The President shall preside at all meetings of the Association, the Executive Committee and the Board of Directors; shall appoint members of committees; shall appoint delegates and representatives of the Association; and shall appoint chairs and members of Task Forces as required. The President is an ex-officio member without vote of all committees and Task Forces</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Section 1 – Officers:</b> The officers of the Association are the President, President-Elect, Secretary/Treasurer and Immediate Past President.</li> <li>• <b>Section 2 – Officer Terms:</b> Officers commence their responsibilities on January 1 following their election or appointment. They shall serve a one-year term, with the Secretary/Treasurer serving two years.</li> <li>• <b>Section 3 – Officer Duties:</b> <ul style="list-style-type: none"> <li>○ <b>President:</b> The President shall preside at all meetings of the Association, the Executive Committee and the Board of Directors; shall appoint members of committees; shall appoint delegates and representatives of the Association; and shall appoint chairs and members of Task Forces as required. The President shall be a voting member of the Executive Committee and the Board of Directors and serve as a non-voting, ex-officio member of all committees and Task Forces as indicated on the WPRA Organizational Chart.</li> </ul> </li> </ul>	<p>Language added here to clarify President is a voting member of the Executive Committee and Board of Directors.</p>



Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The President-Elect shall succeed to the Presidency upon expiration of the incumbent's term; serve as the President in the absence of the President; serve as member of the Executive Committee and serve as the Board liaison to those committees indicated on the WPRA Organizational Chart.</li> <li>• The Secretary/Treasurer shall be the Parliamentarian and shall serve as Board liaison to WPRA representatives and committees or Task Forces as noted on the Organizational Chart. The Secretary/Treasurer shall be a voting member of the Executive Committee and the Board of Directors The Secretary/Treasurer shall serve as Budget Chairperson, and Board liaison to committees and Task Forces as noted on the Organizational Chart.</li> <li>• The immediate Past President shall serve as an ex-officio member of the Executive Committee and Board of Directors, and serve as the Board liaison to committees as indicated on the WPRA Organizational Chart. The Past President does not count in the quorum for the Executive Committee or Board of Directors, nor do they have voting privileges.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>President-Elect:</b> The President-Elect shall succeed to the Presidency upon expiration of the incumbent's term; serve as the President in the absence of the President. The President-Elect shall be a voting member of the Executive Committee and the Board of Directors and serve as a non-voting, ex-officio member of all committees and Task Forces as indicated on the WPRA Organizational Chart.</li> <li>○ <b>Secretary/Treasurer:</b> The Secretary/Treasurer shall be the Parliamentarian and serve as Finance/Budget Chairperson. The Secretary/Treasurer shall be a voting member of the Executive Committee and the Board of Directors and serve as a non-voting, ex-officio member of all committees and Task Forces as indicated on the WPRA Organizational Chart.</li> <li>○ <b>Immediate Past President:</b> The Immediate Past President shall serve as an ex-officio member of the Executive Committee and Board of Directors, and as a non-voting, ex-officio member of all committees and Task Forces as indicated on the WPRA Organizational Chart. The Immediate Past President shall be a voting member of the Executive Committee and the Board of Directors.</li> </ul>	<p>Language added here to clarify President-Elect is a voting member of the Executive Committee and Board of Directors.</p> <p><u>Board decided 8/14/18:</u> Immediate Past President should not be restricted from counting in the quorum and voting at the Executive Committee or Board of Directors level.</p>

## Article IV - Terms and Duties of the Executive Committee

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Executive Committee shall consist of the President, President-Elect, Past President, Secretary/Treasurer and the Executive Director. The Executive Director and Past President shall be non-voting members and do not count in the quorum.</li> <li>• The Executive Committee shall be responsible for the preparation and presentation of the Association's budget to the Board of Directors and recommendations regarding personnel matters and By-Laws changes, and such other specific tasks as designated by the Board of Directors.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 1 – Executive Committee Composition:</b> The Executive Committee shall consist of the President, President-Elect, Secretary/Treasurer, Immediate Past President and Executive Director.</li> <li>○ <b>Section 2 – Executive Committee Purpose:</b> The Executive Committee shall be responsible for the preparation and presentation of the Association's budget to the Board of Directors and recommendations regarding personnel matters and Bylaws changes and such other specific tasks as designated by the Board of Directors.</li> </ul>	<p><i>Board decided 8/14/18:</i> Immediate Past President should not be restricted from counting in the quorum and voting at the Executive Committee or Board of Directors level.</p> <p>Executive Director voting rights now described in Article I</p>

# Article V - Terms and Duties of the Board of Directors

Section reorganized

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Board of Directors shall consist of the President, the President-Elect, the Past President, the Secretary/Treasurer, four Regional Representatives, Park, Aquatic, Recreation, Student and Section Chairpersons. The Past President and Executive Director serve as non-voting members and do not count in the quorum. The representatives for the Aquatic, Park, Recreation Sections shall serve a two year term.</li> <li>• Regional Representatives, for Regions as defined in Article X, shall serve for no more than two consecutive two-year terms. The terms of the Regional Representatives shall be staggered so that two representatives shall assume their offices on January 1 following their election. Odd numbered Regional Representatives shall assume their office in odd numbered years and even numbered Representatives in even numbered years.</li> <li>• It is the duty of members of the Board to attend all duly called Board meetings. Communication regarding excused absence shall be forwarded to the President prior to the meeting. Two consecutive unexcused absences shall be grounds for removal with the position declared vacant.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 1 – Board of Directors Composition:</b> The Board of Directors shall consist of the President, President-Elect, Secretary/Treasurer, Immediate Past President, one (1) representative from each of the Regions and Sections identified within these Bylaws.</li> <li>○ <b>Section 2 – Board of Directors Term:</b> Regional and Section representatives shall serve two-year terms. Region and Section representatives shall serve for no more than two consecutive terms. The terms of the Regional Representatives shall be staggered so that two representatives shall assume their offices on January 1 following their election. Odd numbered Regional Representatives shall assume their office in odd numbered years and even numbered Representatives in even numbered years.</li> <li>○ <b>Section 3 – Board of Directors Vacancy:</b> It is the duty of members of the Board of Directors to attend all duly called Board meetings. Communication regarding excused absence shall be forwarded to the President prior to the meeting. Two (2) consecutive unexcused absences shall be grounds for removal with the position declared vacant. Except where specified in the Bylaws, the Board of Directors shall have the authority to fill vacancies in the Board of Directors for the balance of the vacated term. The President shall submit to the Board of Directors the name of a candidate to fill said</li> </ul>	<p><u>Board decided 8/14/18:</u> Immediate Past President should not be restricted from counting in the quorum and voting at the Executive Committee or Board of Directors level.</p> <p>Executive Director voting rights now described in Article I</p>

<ul style="list-style-type: none"> <li>• Except where specified in the By-Laws, the Board of Directors shall have the authority to fill vacancies in the Board of Directors for the balance of the vacated term. The President shall submit to the Board of Directors the name of a candidate to fill said vacancy for confirmation by the Board. If the President is unable to fulfill his/her term, the Board of Directors shall have the authority to fill this vacancy for the balance of the vacated term.</li> <li>• The Board of Directors shall manage the affairs of the Association.</li> <li>• The Board of Directors shall approve the actions of all committees; shall receive gifts to the Association in the form of donations, contributions, bequests and devisements; and shall approve the establishment of sections, their by-laws, and their annual budgets. In addition, the Board shall be authorized to negotiate arrangements for affiliating the Association with appropriate organizations.</li> <li>• The primary function of the Regional Representatives is to represent their particular region. Regional Representatives shall serve on the Membership Committee and other committees as assigned by the President, with the approval of the Board of Directors.</li> </ul>	<p>vacancy for confirmation by the Board. If the President is unable to fulfill his/her term, the Board of Directors shall have the authority to fill this vacancy for the balance of the vacated term.</p> <ul style="list-style-type: none"> <li>○ <b>Section 4 – Board of Directors Purpose:</b> The Board of Directors shall manage the affairs of the Association including the approval of actions by its Regions, Sections, Committees and Task Forces.</li> <li>○ <b>Section 5 – Board of Director Duties:</b> The Board of Directors shall approve the establishment of Sections, their Bylaws, and their annual budgets. The Board of Directors shall receive gifts to the Association in the form of donations, contributions, bequests and devisements. In addition, the Board shall be authorized to negotiate arrangements for affiliating the Association with appropriate organizations.</li> <li>○ <b>Section 6 – Regional and Section Representative Duties:</b> In matters which come before the Board of Directors, the primary function of a Regional Representative is to represent their particular region, and a Section Representative to represent the voice of their specific Section. Regional Representatives shall serve on the Membership Committee and other committees as assigned by the President, with the approval of the Board of Directors.</li> </ul>	
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## Article VI - Regions

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Regions of the Association are defined as follows:</li> <li>• Region I - (The Northwestern, West Central and Western Uniform State Districts) consisting of Adams, Ashland, Barron, Bayfield, Buffalo, Burnett, Clark, Crawford, Chippewa, Douglas, Dunn, Eau Claire, Florence, Forest, Iron, Jackson, Juneau, La Crosse, Langlade, Lincoln, Monroe, Oneida, Pepin, Pierce, Polk, Portage, Price, Rusk, Sawyer, St. Croix, Taylor, Trempeleau, Vernon, Vilas, Washburn, and Wood Counties.</li> <li>• Region II - (The Northeastern, Lake Winnebago and Lake Michigan Uniform State Districts) consisting of Brown, Calumet, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Marinette, Marquette, Menominee, Oconto, Outagamie, Shawano, Sheboygan, Waupaca, Waushara, and Winnebago Counties.</li> <li>• Region III - (The Southern Uniform State Districts) consisting of Columbia, Dane, Dodge, Grant, Green, Iowa, Jefferson, LaFayette, Richland, Rock, and Sauk Counties.</li> <li>• Region IV - (The Southeastern Uniform State Districts) consisting of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha Counties.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>REGIONS</b> <ul style="list-style-type: none"> <li>○ <b>Section 1 – Regional Boundaries:</b> The Regional Boundaries of the Association are defined as follows:</li> <li>○ <b>Region I:</b> Northwestern, West Central and Western Uniform State Districts consisting of Adams, Ashland, Barron, Bayfield, Buffalo, Burnett, Clark, Crawford, Chippewa, Douglas, Dunn, Eau Claire, Florence, Forest, Iron, Jackson, Juneau, La Crosse, Langlade, Lincoln, Monroe, Oneida, Pepin, Pierce, Polk, Portage, Price, Rusk, Sawyer, St. Croix, Taylor, Trempeleau, Vernon, Vilas, Washburn, and Wood Counties.</li> <li>○ <b>Region II:</b> Northeastern, Lake Winnebago and Lake Michigan Uniform State Districts consisting of Brown, Calumet, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Marinette, Marquette, Menominee, Oconto, Outagamie, Shawano, Sheboygan, Waupaca, Waushara, and Winnebago Counties.</li> <li>○ <b>Region III:</b> Southern Uniform State Districts consisting of Columbia, Dane, Dodge, Grant, Green, Iowa, Jefferson, LaFayette, Richland, Rock, and Sauk Counties.</li> <li>○ <b>Region IV:</b> Southeastern Uniform State Districts consisting of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha Counties.</li> </ul> </li> </ul>	

## **Article VII - Sections/Subsections**

*Some of the language in the former Section/Subsection areas of the bylaws was combined and reorganized.*

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• A Section/Subsection of the Association may be formed by a group of fifteen or more individuals, or student members of the Association who have a common interest in or are engaged in a special facet of the park and/or recreation field. The official Sections of the Association are: Park Section, Recreation Section, Aquatics Section, and Student Section.</li> <li>• Application to form a Section/Subsection shall be submitted to the Association Board of Directors for approval. Said applications shall include a copy of the proposed Section/Subsection By-Laws and a list of Association members desiring to form said Section/Subsection.</li> <li>• Each Section/Subsection shall elect a Chairperson and Chair-Elect and such other officers as it deems necessary. The Chair-Elect shall act as the Chairperson in the latter's absence.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 1 – Section/Subsection Definition:</b> A Section/Subsection of the Association may be formed by a group of fifteen or more Individuals Members of the Association who have a common interest in or are engaged in a special facet of the park and/or recreation field. Current Sections of the Association are Park Section, Recreation Section, Aquatics Section, and Young Professionals Network.</li> <li>○ <b>Section 2 – Section/Subsection Establishment:</b> Application to form a Section/Subsection shall be submitted to the Association Board of Directors for approval. Said applications shall include a copy of the proposed Section/Subsection Bylaws and a list of Association members desiring to form said Section/Subsection.</li> <li>○ <b>Section 3 – Section/Subsection Governance:</b> Each Section/Subsection shall elect a Chairperson and Chair-Elect and such other officers as it deems necessary. The Chair-Elect shall act as the Chairperson in the latter's absence. A Chairperson of a Subsection shall be an Officer of that Section's Executive Committee.</li> </ul>	<p><i>Board decided 8/14/18:</i> Young Professionals Network was approved as a Section, replacing the former/inactive Student Section.</p>

<ul style="list-style-type: none"> <li>• Each Section/Subsection shall submit copies of its annual budget and proposed amendments to its By-Laws to the Board of Directors for approval. Each Section/Subsection shall furnish the Association office with copies of meeting minutes, membership lists, and other pertinent papers.</li> <li>• All monies of a Section/Subsection shall be deposited with the Association office and shall be disbursed upon authorization of the Section Chairperson in accordance with its approved budget.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 4 – Section/Subsection Operations:</b> Each Section/Subsection shall submit copies of its annual budget and proposed amendments to its Bylaws to the Board of Directors for approval. Each Section/Subsection shall furnish the Association office with copies of meeting minutes, and other pertinent papers.</li> <li>○ <b>Section 5 – Section/Subsection Financials:</b> All monies of a Section/Subsection shall be deposited with the Association office and shall be disbursed upon authorization of the Section Chairperson in accordance with its approved budget.</li> </ul>	<p>Removed reference to “membership lists” as this data is already retained in the WPRA office, not separately by the Sections.</p>
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## Article VIII - Committees and Task Forces

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The President shall appoint such other committees or Task Forces as he/she deems necessary or as directed by the Board of Directors.</li> <li>• The President shall nominate chairpersons and or members of Committees, Task Forces, or Special Committees, with the approval of the Board. Committees and Task Forces shall be established and delegated authority only in accordance with current Wisconsin Law.</li> <li>• The structure of committees as well as terms shall be determined by policy.</li> <li>• All committees and task forces, upon appointment, shall be given a specific function to perform.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 1 – Committees/Task Forces:</b> The President shall appoint Committees, Task Forces, or Special Committees, with the approval of the Board. Committees and Task Forces shall be established and delegated authority only in accordance with current Wisconsin Law.</li> <li>○ <b>Section 2 – Committee/Task Force Chairpersons:</b> The President shall nominate chairpersons and or members of Committees, Task Forces, or Special Committees, with the approval of the Board.</li> <li>○ <b>Section 3 – Committee/Task Force Composition:</b> The structure of Committees as well as terms shall be determined by policy.</li> <li>○ <b>Section 4 – Committee/Task Force Purpose:</b> All Committees and task forces, upon appointment, shall be given a specific function to perform.</li> </ul>	



# Article IX - Nomination and Election Procedures

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The President shall appoint a Nomination Committee, consisting of the four Region Representatives, with the immediate Past President serving as the Chairperson.</li> <li>• The Nomination Committee shall prepare a slate of candidates containing two nominations for each vacancy, (vacant office) except as otherwise specified in the By-Laws. The Nomination Committee shall receive suggestions for candidates from the membership with submission of a slate of candidates to the Board by their September meeting. The Board has the authority to approve a slate with only one candidate for an office.</li> <li>• Regional Representatives shall be residents of their respective regions, and shall be elected by the total membership of the Association.</li> <li>• The Chairperson of each Section, or designee per Section Rules, shall be a member of the Association's Board of Directors. The Chairperson of a Subsection shall be an officer of that Section's Executive Committee.</li> <li>• A member may only run for one position in a current election year for either the State Association or a Section Board, and the individual cannot hold two voting positions on either the State Association or Section Boards.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 1 – Nomination Committee:</b> The President shall appoint a Nomination Committee, consisting of the Region Representatives, with the immediate Past President serving as the Chairperson.</li> <li>○ <b>Section 2 – Slate of Candidates:</b> The Nomination Committee shall receive suggestions for candidates from the membership. The Nomination Committee shall prepare a slate of candidates containing two (2) nominations for each vacancy, except as otherwise specified in the Bylaws. The Board has the authority to approve a slate with only one candidate for an office.</li> <li>○ <b>Section 5 – Regional Representative Candidates:</b> Regional Representatives shall be residents of their respective regions, and shall be elected by the total membership of the Association.</li> <li>○ <b>Section 6 – Section Representative:</b> Each Section Chairperson, or designee per Section Rules, shall be a member of the Association's Board of Directors, and shall be elected by the total membership of the Association. A member may only run for one position in a current election year for either the Association or a Section Board, and the individual cannot hold two voting positions on either the Association or Section Boards.</li> </ul>	<p><i>Board decided 8/14/18: Section Representatives are also to be elected by the total membership of the association (similar to Regional Representatives)</i></p>

<ul style="list-style-type: none"> <li>• A slate of candidates and ballots shall be submitted to the voting membership by email no later than September 1. Only those ballots received prior to October 1 shall be valid. A minimum of 50 valid ballots received is necessary for candidates to be elected.</li> <li>• The Nomination Committee shall be responsible for the counting of votes. The nominee receiving the greatest number of votes for each office shall be elected. In the event of a tie, current Board members will cast votes, and the nominee receiving the greatest number of votes shall be elected prior to the Annual Meeting. If there is a single slate for any vacant Board position, the Board may approve the candidates by online vote.</li> <li>• The Association will allow for the use of electronic voting in the conduct of election of directors to the Board, and for the purpose of considering future amendments to the association's bylaws. This applies to membership Sections as well.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 3 – Voting Process:</b> The slate of candidates shall be submitted to the voting membership by email no later than September 1. Only those ballots received by the Association prior to October 1 shall be valid. A minimum of 50 valid ballots received is necessary for candidates to be elected.</li> <li>○ <b>Section 4 – Ballot Validation:</b> The Nomination Committee shall be responsible for the counting of votes. The nominee receiving the greatest number of votes for each office shall be elected. In the event of a tie, current Board members will cast votes, and the nominee receiving the greatest number of votes shall be elected prior to the Annual Meeting. If there is a single slate for any vacant Board position, the Board may approve the candidates by online vote.</li> <li>○ <b>Section 6 – Electronic Voting:</b> The Association will allow for the use of electronic voting in the conduct of election of directors to the Board, and for the purpose of considering future amendments to the association's bylaws. This applies to membership Sections as well.</li> </ul>	
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## Article X - Meetings

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The date and site of the Annual Business Meeting and Conference shall be determined by the Board of Directors.</li> <li>• Special meetings of the Association as a whole may be called by the President, by a majority vote of the Board of Directors or by a written petition to the Board of Directors signed by twenty voting members in good standing. The membership shall be notified of such meetings at least thirty days prior to the meeting.</li> <li>• Meetings of the Board of Directors shall be called by the President. A special meeting of the Board of Directors may be called with the majority approval of voting Board Members. A special meeting of the Executive Committee may be called with the majority approval of voting Executive Committee Members.</li> <li>• A quorum for meetings of the Association as a whole shall be fifty voting members. A quorum of the Board of Directors shall be a majority of the voting members. A quorum will be required for action to be taken at any meeting of the Association members or its Board.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 1 – Annual Business Meeting:</b> The date and site of the Annual Business Meeting and Conference shall be determined by the Board of Directors.</li> <li>○ <b>Section 2 – Special Meetings:</b> Special meetings of the Association as a whole may be called by the President, by a majority vote of the Board of Directors or by a written petition to the Board of Directors signed by twenty voting members in good standing. The membership shall be notified of such meetings at least thirty days prior to the meeting.</li> <li>○ <b>Section 3 – Board of Directors and Executive Committee Meetings:</b> Meetings of the Board of Directors shall be called by the President. A special meeting of the Board of Directors may be called with the majority approval of voting Board Members. A special meeting of the Executive Committee may be called with the majority approval of voting Executive Committee Members.</li> <li>○ <b>Section 4 – Quorum:</b> A quorum for meetings of the Association as a whole shall be fifty voting members. A quorum of the Board of Directors shall be a majority of the voting members. A quorum will be required for action to be taken at any meeting of the Association members or its Board.</li> </ul>	

<ul style="list-style-type: none"> <li>• In meetings of the Association or of the Board of Directors there shall be no absentee ballots, but Section Chairpersons and Regional Representatives shall be authorized to send alternates with voting privileges. Notification of sending an alternate must be in writing to the President. These alternates must be members of WPRA.</li> <li>• The President may authorize a mail or facsimile ballot of the Board of Directors to address timely business. Unanimous consent in writing from all voting Board members by the announced deadline is required for any action. The issue must be reported at the next regular Board meeting.</li> <li>• Meetings of the Board of Directors or committees of the Board of Directors may be conducted by telephone or other communication technology in accordance with Wis. Stats. 181.24(3(a) or any successor thereto.</li> </ul>	<ul style="list-style-type: none"> <li>○ <b>Section 5 – Proxy:</b> In meetings of the Association or of the Board of Directors there shall be no absentee ballots, but Section Chairpersons and Regional Representatives shall be authorized to send alternates with voting privileges. Notification of sending an alternate must be in writing to the President. These alternates must be members of WPRA.</li> <li>○ <b>Section 6 – Voting in Absence of Meeting:</b> The President may authorize a ballot of the Board of Directors to address timely business. Unanimous written consent from all voting Board members by the announced deadline is required for any action. The issue must be reported at the next regular Board meeting.</li> <li>○ <b>Section 7 – Electronic Voting:</b> Meetings of the Board of Directors or committees of the Board of Directors may be conducted by telephone or other communication technology in accordance with Wis. Stats. 181.24(3(a) or any successor thereto.</li> </ul>	
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## Article XI – Fiscal Year

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The fiscal year of the Association shall be from January 1 through December 31.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Section 4 – Fiscal Year:</b> The fiscal year of the Association shall be from January 1 through December 31.</li> </ul>	

## Article XII – Parliamentary and Contractual Authority

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Secretary/Treasurer shall serve as Parliamentarian for all meetings of the Association. Robert's Rules of Order (current revision) shall be the authority on all questions not specifically stated in the Association Articles of Incorporation or By-Laws.</li> <li>• Contractual agreements authorized by the Board of Directors will be signed by the Executive Director or a member designated by the Board of Directors for a specified agreement.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Section 1 – Parliamentary Authority:</b> The Secretary/Treasurer shall serve as Parliamentarian for all meetings of the Association. Robert's Rules of Order (current revision) shall be the authority on all questions not specifically stated in the Association Articles of Incorporation or Bylaws.</li> <li>• <b>Section 2 – Contractual Agreements:</b> Contractual agreements authorized by the Board of Directors will be signed by the Executive Director or a member designated by the Board of Directors for any specified agreement.</li> </ul>	

## Article XIII - Indemnification

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• The Association shall to the maximum extent permitted under the Wisconsin Non-Stock Corporation law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Association; or is or was serving at the request of the Association as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.</li> <li>• The association may supplement the right of indemnification under Section 3 by one or more of the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.</li> </ul>	<ul style="list-style-type: none"> <li>• The Association shall to the maximum extent permitted under the Wisconsin Non-Stock Corporation law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Association; or is or was serving at the request of the Association as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. The association may supplement the right of indemnification by one or more of the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.</li> </ul>	

## **Article XIX - Conflict of Interest**

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>A conflict of interest may exist when the interests of any officer, staff member, or said person’s immediate family or any party, group, or organization to which said person has allegiance may be seen as competing with the interests or concerns of WPRA. Any possible conflict of interest shall be disclosed to the Board by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board, the interested party shall not vote on the matter and the abstinence noted for the record. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its Executive Committee, excluding the person who may have a conflict of interest.</li> </ul>	<ul style="list-style-type: none"> <li>A conflict of interest may exist when the interests of any officer, staff member, or said person’s immediate family or any party, group, or organization to which said person has allegiance may be seen as competing with the interests or concerns of WPRA. Any possible conflict of interest shall be disclosed to the Board by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board, the interested party shall not vote on the matter and the abstinence noted for the record. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its Executive Committee, excluding the person who may have a conflict of interest.</li> </ul>	

## **Article XV - Non-Discrimination**

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>WPRA shall not discriminate on the basis of race, disability, religion, color, national origin, age, gender, covered veterans status, marital status, personal appearance, sexual orientation, family responsibilities, political affiliation, source of income, place of business or residence, pregnancy, childbirth, or any other unlawful basis. This policy is in compliance with Title VII of the Civil Rights Act, the Americans with Disabilities Act, and the Age Discrimination in Employment Act.</li> </ul>	<ul style="list-style-type: none"> <li>WPRA shall not discriminate on the basis of race, disability, religion, color, national origin, age, gender, covered veterans status, marital status, personal appearance, sexual orientation, family responsibilities, political affiliation, source of income, place of business or residence, pregnancy, childbirth, or any other unlawful basis. This policy is in compliance with Title VII of the Civil Rights Act, the Americans with Disabilities Act, and the Age Discrimination in Employment Act.</li> </ul>	

## Article XVI - Amendments to the By-laws

Current Bylaws Language	Proposed Amended Language	Reasoning
<ul style="list-style-type: none"> <li>• These By-Laws may be amended by a two-thirds majority affirmative vote of the voting members present and voting at an Annual or Special Meeting at which a quorum is present.</li> <li>• Such amendments shall have been filed with the Executive Director at least sixty days prior to the meeting.</li> <li>• The Executive Director shall, at least thirty days prior to the meeting at which action to change the By-laws will be considered, distribute to the membership a copy of the proposed changes and notification of its consideration at the Annual or Special Meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>AMENDMENTS TO THE BY-LAWS</b> <ul style="list-style-type: none"> <li>○ <b>Section 1: Bylaws Amendment Quorum:</b> These Bylaws may be amended by a two-thirds majority affirmative vote of the voting members present and voting at an Annual or Special Meeting at which a quorum is present.</li> <li>○ <b>Section 2: Bylaws Amendment Process:</b> Bylaws amendments shall have been filed with the Executive Director at least sixty days prior to the meeting. The Executive Director shall, at least thirty days prior to the meeting at which action to change the Bylaws will be considered, distribute to the membership a copy of the proposed changes and notification of its consideration at the Annual or Special Meeting.</li> </ul> </li> </ul>	