



Request for Action

To WPRA Membership – 2020		
Item Bylaws Amendments	Meeting Date October 1, 2020	Prepared by Jennifer Rzepka, CAE
Item Description Bylaws Amendments		Reviewed by Jake Anderson, President
		Reviewed by Shelly Strasser, Secretary/Treasurer

Action Requested

As per the current bylaws, these bylaws amendments are presented to the General Membership now, 30-days in advance of the vote, which will be conducted electronically this year on October 1, 2020.

Results of the vote will be presented during the Annual Business Meeting of the Wisconsin Park & Recreation Association (WPRA), which will also be conducted virtually, at 12:00 pm (noon) on Wednesday, November 4, 2020.

Background/Discussion

The Board of Directors is proposing two changes in 2020:

- 1) Align the date on which the Dues structure is to be confirmed for the following year to the budget cycle process.
- 2) Align Board of Director and Officer installation with the date of the Annual Business Meeting, allowing for short overlap in the transitional period for each position.

Financial Impact

None

Attachments

- Side-by-side comparison document detailing proposed amendments
- Mark-up copy of proposed Amended Bylaws for Adoption.

***Sent by e-mail on September 1, 2020.
May also be downloaded from the www.wpraweb.org***

Article II – Membership – Section 2 – Membership Process: C. Rate:

Current Bylaws Language	Proposed Amended Language	Reasoning
<p>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.</p>	<p>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 September 30th 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.</p>	<p>To align date with budget process.</p>

Article III – Terms and Duties of Officers – Section 2 – Officer Terms:

<p>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.</p>	<p>Officers commence their responsibilities immediately following the Annual Business Meeting in the first year of their election or appointment. They shall serve a one-year term, with the Secretary/Treasurer serving two years.</p>	<p>To align installation with the date of the Annual Business Meeting, allowing for short overlap in the transitional period for each position.</p>
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Article V – Terms and Duties of the Board of Directors – Section 2 – Board of Directors Terms:

<p>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.</p>	<p>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 immediately following the Annual Business Meeting in the first year of their election. Odd numbered Regional Representatives shall assume their office in odd numbered years and even numbered Representatives in even numbered years.</p>	<p>To align installation with the date of the Annual Business Meeting, allowing for short overlap in the transitional period for each position.</p>
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BYLAWS: WISCONSIN PARK & RECREATION ASSOCIATION, INC. (WPRA)
STATE AFFILIATE OF THE NATIONAL RECREATION AND PARK ASSOCIATION

ARTICLE I – ORGANIZATION

Section 1 – Name: The name of the Association is the Wisconsin Park & Recreation Association, Inc. (WPRA), a state affiliate of the National Recreation and Park Association.

Section 2 – Purpose: 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.

Section 3 – Executive Director: 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.

ARTICLE II – MEMBERSHIP

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

A. Individual Membership

- i. **Individual Professional:** 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.
- ii. **Emeritus:** Emeritus Membership is an individual membership and shall be complimentary to all retirees formerly holding an individual or group membership. Each shall have the right to vote and hold office.
- iii. **Affiliate:** Affiliate Membership is open to individuals and entities that do not have a potential commercial benefit from membership in the WPRA, but who support the mission and efforts of the organization. This membership is for individuals and organizations who do not fit within another WPRA membership category. Members in this category cannot vote or hold office.

- iv. **Student:** Student Membership shall be complimentary 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 Young Professionals Section Representative shall be a full voting member of the Board of Directors if they are classified as a Student Member.

B. Group Membership

- i. **University:** University Membership shall be complimentary upon submission of faculty list and list of students enrolled in park and recreation related curriculum. Each designated University Member shall be entitled to membership services, have the right to up to one vote and representative who may hold office.
- ii. **Commercial:** Commercial Memberships shall be available to firms interested in supporting the work of the Association. Members in this category cannot vote or hold office.

Section 2 – Membership Process

- A. **Application:** 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.
- B. **Dues:** Dues align with the fiscal year and shall be payable to the Association office on or before January 1.
- C. **Rate:** 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 September 30th 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.
 - a. **Premiere Agency Rates:** A tiered structure of discounted rates may be provided to Agency Members who have multiple members which qualify for Individual Membership status. Board/Commission members are complimentary included in Premiere Agency Memberships
- D. **Termination:** 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.

Deleted: August 1st

ARTICLE III – TERMS AND DUTIES OF OFFICERS

Section 1 – Officers: The officers of the Association are the President, President-Elect, Secretary/Treasurer and Immediate Past President.

Section 2 – Officer Terms: Officers commence their responsibilities immediately following the Annual Business Meeting in the first year of their election or appointment. They shall serve a one-year term, with the Secretary/Treasurer serving two years.

Deleted: on January 1 following

Section 3 – Officer Duties:

- E. **President:** 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.
- F. **President-Elect:** 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.
- G. **Secretary/Treasurer:** 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.
- H. **Immediate Past President:** 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.

ARTICLE IV - TERMS AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 1 – Executive Committee Composition: The Executive Committee shall consist of the President, President-Elect, Secretary/Treasurer, Immediate

Past President and Executive Director.

Section 2 – Executive Committee Purpose: 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.

ARTICLE V – TERMS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 – Board of Directors Composition: 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.

Section 2 – Board of Directors Term: 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 immediately following the Annual Business Meeting in the first year of their election. Odd numbered Regional Representatives shall assume their office in odd numbered years and even numbered Representatives in even numbered years.

Deleted: on January 1 following

Section 3 – Board of Directors Vacancy: 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 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 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.

Section 4 – Board of Directors Purpose: The Board of Directors shall manage the affairs of the Association including the approval of actions by its Regions, Sections, Committees and Task Forces.

Section 5 – Board of Director Duties: 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.

Section 6 – Regional and Section Representative Duties: 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.

ARTICLE VI – REGIONS

Section 1 – Regional Boundaries: The Regional Boundaries of the Association are defined as follows:

- A. **Region I:** 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.
- B. **Region II:** 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.
- C. **Region III:** Southern Uniform State Districts consisting of Columbia, Dane, Dodge, Grant, Green, Iowa, Jefferson, LaFayette, Richland, Rock, and Sauk Counties.
- D. **Region IV:** Southeastern Uniform State Districts consisting of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha Counties.

ARTICLE VII - SECTIONS/SUBSECTIONS

Section 1 – Section/Subsection Definition: 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. The official Sections of the Association are Park Section, Recreation Section, Aquatics Section, and Young Professionals.

Section 2 – Section/Subsection Establishment: 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.

Section 3 – Section/Subsection Governance: 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.

Section 4 – Section/Subsection Operations: 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.

Section 5 – Section/Subsection Financials: 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.

ARTICLE VIII – COMMITTEES AND TASK FORCES

Section 1 – Committees/Task Forces: 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.

Section 2 – Committee/Task Force Chairpersons: The President shall appoint chairpersons and or members of Committees, Task Forces, or Special Committees, with the approval of the Board.

Section 3 – Committee/Task Force Composition: The structure of Committees as well as terms shall be determined by policy.

Section 4 – Committee/Task Force Purpose: All Committees and task forces, upon appointment, shall be given a specific function to perform.

ARTICLE IX - NOMINATION AND ELECTION PROCEDURES

Section 1 – Nomination Committee: The President shall appoint a Nomination Committee, consisting of three voting members representing different Regions, with the immediate Past President serving as the Chairperson.

Section 2 – Slate of Candidates: 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.

Section 3 – Regional Representative Candidates: Regional Representatives shall be currently employed in their respective regions and shall be elected by the total membership of the Association.

Section 6 – Section Representative: Each Section Chairperson, or designee per Section Rules, shall be a member of the Association's Board of Directors. 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.

Section 3 – Voting Process: 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.

Section 4 – Ballot Validation: 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.

Section 6 – Electronic Voting: 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.

ARTICLE X - MEETINGS

Section 1 – Annual Business Meeting: The date and site of the Annual Business Meeting and Conference shall be determined by the Board of Directors.

Section 2 – Special Meetings: 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.

Section 3 – Board of Directors and Executive Committee Meetings: 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.

Section 4 – Quorum: 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.

Section 5 – Proxy: 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.

Section 6 – Voting in Absence of Meeting: 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.

Section 7 – Electronic Voting: 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.

ARTICLE XI – FISCAL YEAR

Section 1 – Fiscal Year: The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE XII – PARLIAMENTARY AND CONTRACTURAL AUTHORITY

Section 1 – Parliamentary Authority: 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.

Section 2 – Contractual Agreements: 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.

ARTICLE XIII – INDEMNIFICATION

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.

ARTICLE XIV – CONFLICT OF INTEREST

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.

ARTICLE XV – NON-DISCRIMINATION

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.

ARTICLE XVI – AMENDMENTS TO THE BY-LAWS

Section 1: Bylaws Amendment Quorum: 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.

Section 2: Bylaws Amendment Process: 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.

Revised and Approved at the May 9, 2007 WPRO General Membership Meeting.
Revised and Approved at the November 7, 2007 WPRO Annual Meeting.
Revised and Approved at the November 8, 2008 WPRO Annual Meeting.
Revised and Approved at the November 3, 2010 WPRO Annual Meeting.
Revised and Approved at the November 5, 2011 WPRO Annual Meeting.
Revised and Approved at the November 3, 2016 WPRO Annual Meeting.
Revised and Approved at the November 9, 2017 WPRO Annual Meeting.
Revised and Approved at the November 1, 2018 WPRO Annual Meeting.
Revised and Approved at the November 6, 2019 WPRO Annual Meeting.
Revised and Approved at the 2020 WPRO Annual Meeting.