Bylaws for the AIPE/Academy Foundation

Approved August 26, 2024

ARTICLE 1: NAME

The name of the organization shall be American Institute of Park Executives Foundation and Trust of the American Academy for Park and Recreation Administration and hereinafter be referred to as AIPE/American Academy Foundation.

ARTICLE 2: PURPOSE

The purpose of the AIPE/Academy Foundation is to provide funds for support of research, education and development in the field of parks and recreation to be exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 c 3 of the Internal Revenue Code.

ARTICLE 3: ANTITRUST COMPLIANCE

It is the undeviating policy of the AIPE/American Academy Foundation to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the AIPE/American Academy Foundation or related actions of its officers, directors, committee chairs, members, or staff that violate these regulations and laws are detrimental to the interests of the AIPE/American Academy Foundation and are unequivocally contrary to AIPE/American Academy Foundation policy.

ARTICLE 4: MEMBERSHIP

Section 1: There shall be two categories of members, each a "Board Member" or a "Lifetime Trustee."

Section 2: **Lifetime Trustees:** selected by a majority vote of the Board of Directors because of "significant" service to the Foundation and shall be entitled to one vote in all business meetings but are not considered part of the total quorum. At no time will Lifetime Trustees constitute more than one-third of the members of the Board.

Section 3: **Membership Requirement:** Only Board Members and Lifetime Trustees who are members of the American Academy for Park and Recreation Administration (AAPRA), who act independently of AAPRA and who are not currently serving on the AAPRA Board of Directors may be Members.

Section 4: **Voting:** Each member shall be entitled to one vote in all business meetings.

Section 5: **Revocation of Membership**: Board Members and Lifetime Trustees may have their membership terminated by two-thirds vote of the board as defined by the Foundation Code of Conduct.

ARTICLE 5: BOARD OF DIRECTORS

Section 1: **Board Role and Compensation:** The Board is responsible for overall policy and direction of the Foundation and delegates responsibility of day-to-day operations to identified staff, specific Board Members, or its committees. Board Members receive no compensation other than expenses as described by the IRS.

Section 2: **Board Size:** The Board shall have no fewer than six Board Members and no more than twenty-one, in addition to the Lifetime Trustees.

Section 3: **Board Member Responsibilities:** Each Board Member shall assume the responsibility to act solely for the good of this corporation in pursuance of the objects and purposes set forth in the organizational documents and exhibit the highest level of honesty and efficiency when serving as a member of the Board. Board members shall discharge their duties of their position in good faith, in a manner they can reasonably believe to be in the best interest of the corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. It is the goal that Foundation Board of Directors members champion the Foundation's fund-raising efforts. Therefore, each Board Member shall make an annual contribution to the Foundation, and each shall actively participate in asking other Academy members to donate and seek other donors.

Section 4: **Conflict of Interest:** Any possible conflict of interest or the appearance of a conflict of interest on the part of a Board Member or Lifetime Trustee shall be disclosed to the Board. When any such interest becomes a matter requiring Board action, such Board Member or Lifetime Trustee shall recuse themself from discussion and voting except to make a brief statement disclosing the existence and nature of the conflict requiring their nonparticipation in said discussion, vote, or action. The Board Member or Lifetime Trustee shall not be included as present in determining a quorum for a meeting at which action by the Board is to be taken on the matter. The minutes of all actions should clearly reflect that these requirements have been met.

Section 5: **Terms:** Annual terms are defined as January 1 – December 31 each year. All Board Members may serve a maximum of two consecutive three-year terms excluding Lifetime Trustees. After a year of not serving on the Board, an individual will be eligible for re-election to the Board.

Section 6: **Board Vacancies:** The Board shall have the flexibility to elect Board Members to serve a one (1), two (2), or three (3) year term to fill a vacated term. In the instance of a Director being elected to a term of less than three (3) years, that term shall not count towards their 1st three-year term.

Section 7: **Meetings and Notice:** The Board shall meet at least once annually, in person or by teleconferencing, at times and places designated by the Board

7.1: **Advance Notice:** An official Board Meeting requires that each Board Member have electronic notice at least one week in advance.

7.2: **Regular Meetings:** Regular meetings of the Board may be called by the President or in their absence, the President-elect.

7.3**: Special Meetings:** Special meetings of the Board shall be called upon the request of the President or by a one-third vote of the Board.

7.4: **Meeting by Teleconferencing:** Members of the Board may participate in a meeting through use of teleconferencing as long as each member participating in the meeting may simultaneously hear each other and simultaneously communicate with all of the other members.

7.5: **Proxies**: No Board member may act by proxy on any matter.

Section 8: **Board Elections:** During a Board meeting called by the President as defined in Section 7, for the purpose of electing members of the Board of Directors, the Board shall elect Directors to replace those whose terms will expire at the end of the fiscal year or to fill a vacancy that occurred during a fiscal year. The election may take place during a Board meeting called in accordance with the provisions of these bylaws, or by electronic vote.

8.1 Call for Nominations: The Board shall maintain the procedure for electing new members to the Board. Candidate names and resumes shall be presented to the Board at least 15 days prior to the annual meeting or at a special meeting to allow for comments.

Section 9: **Election Procedures:** New Board members or Lifetime Trustees shall be elected by a majority of Board members present at a meeting consistent with the provision of the bylaws, provided a quorum is present or by electronic vote. Directors so elected to their term shall serve beginning January 1st or immediately following their election.

Section 10: **Quorum:** Fifty percent (50%) of Board Members must be in attendance for business transactions to take place and motions to pass.

Section 11: **Officers and Duties:** There shall be four officers of the Board, consisting of a President, President-elect, Secretary and Treasurer.

11.1: **President:** shall convene scheduled Board Meetings; shall preside or arrange for other Board members to preside at each meeting in the following order: President-elect, Secretary, Treasurer, and Executive Director.

11.2: **President-elect:** shall chair committees on special subjects as designated by the Board; and may preside at a meeting should the President be unavailable. The President-elect shall succeed to the office of the President.

11.3 **Secretary:** The Secretary shall ensure that an accurate record of all proceedings of the Board meetings are kept and shall perform such other duties as are required and assigned to them.

11.4 **Treasurer:** The Treasurer shall review the financial records with the Executive Director and Executive Secretary/Treasurer prior to each Board meeting. The Treasurer shall make reports when called upon by the President and shall perform other duties as are required and assigned to them.

Section 12: **Removal From Office:** One or more of the directors may be removed, with or without cause as follows: (1) A director may be removed by two-thirds vote of the member present and voted, either in person or by proxy. Such action may be taken by ballot without a meeting in writing by mail or other telecommunications means and (2) No director shall be removed unless the written notice of such meeting or action to be taken by ballot without a meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting/ballot is to vote upon the removal of one or more director's names in the notice.

ARTICLE 6: COMMITTEES

Section 1: **Committee Formation:** The Board may create committees as needed. The Board President appoints all committee chairs and members of the committee.

Section 2: **Committee Members:** Committee members may be from outside of the Foundation or the Academy as they provide knowledge, specific skills and/or connections that further the purpose of the Foundation.

ARTICLE 7: DIRECTOR AND STAFF

Section 1**: Executive Director:** The AAPRA Executive Director shall serve as Executive Director of the AIPE/American Academy Foundation. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board

meetings, report on the progress of the organization, answer questions of the Board Members and carry out any specific duties determined by the Board Members.

Section 2: **Executive Secretary/Treasurer:** The AAPRA Executive Secretary/Treasurer shall serve as the Executive Secretary/Treasurer of the AIPE/American Academy Foundation. The Executive Secretary/Treasurer assists the Executive Director with day-to-day responsibilities of the organization, including carrying out the organization's goals and policies. The Executive Secretary/Treasurer will attend all Board meetings; review the meeting minutes and submit them for board approval; prepare the meeting agenda and reports, conduct banking transactions; and prepare financial reports to the Treasurer and the Board.

Section 3: **Compensation for Administrative Services:** The Foundation shall maintain a Memorandum of Understanding (MOU) between the Foundation and the American Academy for Park & Recreation Administration, who will provide administrative services. The MOU will identify the annual cost of providing identified administrative services.

ARTICLE 8 – AMENDMENTS

Amendments: These bylaws may be amended as necessary by two-thirds majority vote of the AIPE/American Academy Foundation Board of Directors present at the meeting. Proposed amendments must be submitted in writing to the Executive Secretary/Treasurer and transmitted in writing to all members of the Board not less than ten (10) calendar days before the scheduled Board meeting at which the amendment(s) are to be considered. The text of the proposed amendment shall be included in the notice of the meeting.

ARTICLE 9 – FISCAL YEAR

Fiscal year: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 10 – INDEMNIFICATION

The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Missouri State Statutes, as now enacted or hereafter amended. The corporation shall obtain insurance coverage for such people.

ARTICLE 11 – DISSOLUTION

Dissolution: In the event of the dissolution of the AIPE/American Academy Foundation, assets of the AIPE/American Academy Foundation remaining after the discharge of all liabilities shall be distributed consistent with the Foundation's Articles of Incorporation.

CERTIFICATION

These bylaws were reviewed at the June 10, 2024, meeting of the AIPE/American Academy Foundation Board of Directors and are submitted for approval on August 26, 2024, through a special meeting ballot requiring a two-thirds majority vote of approval by the Board.