



**PROPOSED AMENDMENTS<sup>1</sup> (in red font) & RATIONALE [in italics]**  
**SUBMITTED TO THE MEMBERSHIP FEBRUARY 2022**

**BYLAWS**

**ARTICLE I: NAME**

**Section 1:** The name of this organization shall be American Academy for Park and Recreation Administration (hereinafter referred to as the "Academy"), **a nonprofit corporation incorporated in the state of Missouri.**

*Rationale: Recommended by attorney to place incorporation place into the name Bylaw article rather than in the purpose as shown below in Article II: Purpose. The state of Missouri is the state of incorporation; with nonprofit corporation status also granted in the states of California and Washington. The Academy no longer maintains an office in Illinois.*

**Section 2:** The principal office of the Academy shall be identified by the Board of Directors. The Academy may have such other offices as may from time to time be designated by the Board of Directors.

**ARTICLE II: PURPOSE**

The Academy ~~has been organized as a nonprofit corporation under the General Not For Profit Corporation Act of the State of Missouri and the State of Illinois and other states as identified by the Board of Directors to operate~~s exclusively for charitable, educational and scientific purposes. Specifically, its objectives shall be:

1. To advance knowledge related to the administration of public parks and recreation
2. To encourage scholarly efforts both by practitioners and educators to enhance the practice of public parks and recreation administration
3. To promote broader public understanding of the importance of public parks and recreation to the public good

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<sup>1</sup> Note changes in Article numbers I, II, etc. and Section numbers 1, 2, 3, etc. are identified in red font to indicate the changes. The rationale is to addresses additions or deletions from current bylaws. Other edits affecting the tense of words are also noted in red font. The overall rationale is to ensure correct number of Articles and Sections.

4. To conduct research, publish scholarly papers and/or sponsor seminars related to the advancement of public parks and recreation administration.

*Rationale: Recommended by attorney to remove incorporation location from the purpose statement.*

### **ARTICLE III: ANTITRUST COMPLIANCE**

**Section 1: Policy** It is the undeviating policy of the Academy to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the Academy or Academy-related actions of its officers, directors, or committee or task force chairs, members, of staff or independent contractors that violate these regulations and laws are detrimental to the interests of the Academy and are unequivocally contrary to Academy policy.

*Rationale: Recommended by attorney to include Antitrust Compliance provision to address the Federal Trade Commission regulations and federal laws.*

### **ARTICLE III IV: MEMBERSHIP**

**Section 1: Membership Categories** There shall be two categories of membership in the Academy: (1) Fellow & (2) Emeritus Fellow.

Fellow:

1. Served in a high level of administration in a park and recreation agency for not less than fifteen (15) years with a direct service benefit to the advancement of public parks and recreation. As a general rule, this would mean with significant experience and oversight in a majority of the following areas: parks, recreation, personnel, training, budgeting, planning, capital improvements and marketing; OR served as a recognized educator in the field of parks and recreation administration for a period of not less than fifteen (15) years. Under normal circumstances, this would mean the individual had attained the rank of full Professor; OR served in a high level of administration and as a recognized educator for a combined period of not less than fifteen (15) years.
2. Demonstrated outstanding ability in administration, management or education in the profession of parks and recreation.
3. Displayed a sufficient broad interest and a reflective nature in order to interpret experience within the profession to others.
4. Assumed leadership in the profession and demonstrated keen desire to contribute to the advancement of parks and recreation through participation in the affairs of the Academy.
5. OR be a Director or Chief Executive Officer of a major Federal, State, Regional, County (or Parish) or City with a population of 500,000 or more. Persons desiring to become Fellows of the Academy would be nominated for membership by a committee appointed by the president consisting primarily of Academy Fellows who are directors

or chief executive officers of agencies as described above. The committee shall forward the names of nominees the committee recommends along with supporting data to the Board of Directors in accordance with a schedule prescribed by the Board. Fellows selected through this process shall not exceed ten percent (10%) of the Academy Fellow membership and will be in addition to the members allowed in other categories.

Emeritus Fellow: A member, or distinguished professional who meets the requirement of membership, who by personal definition is retired from the profession (or whom in the case of direct election of a distinguished professional to Emeritus status), shall be enrolled as an Emeritus Fellow. Emeritus Fellows are encouraged to actively participate in the Academy's programs including serving on committees and shall enjoy all the rights and privileges of full membership including the right to vote.

**Section 2: Election of Fellows** Nominations for all members shall be made by a Membership Committee appointed pursuant to Article VII. Any member of the Academy may submit in writing, in such form and with such supporting material as the Membership Committee may prescribe, not more than two (2) proposed nominations for membership in any one year. The Membership Committee may consider other names proposed by members of the Committee with appropriate supporting data from the Committee itself. The Membership Committee shall screen all nominations and forward the names of nominees the Committee recommends along with supporting data to the Board of Directors in accordance with a schedule prescribed by the Board. Nominees receiving a two-thirds vote of the Board of Directors shall become members of the Academy.

**Section 3: Membership** The number of members in the category of Fellow members, not including Emeritus Fellows, shall not exceed one hundred twenty-five (125), of which no more than twenty percent (20%) or twenty-five (25) may be educators. The Board of Directors shall determine the number of members to be elected each year to ensure the maintenance of the membership body consistent with the purposes of the Academy.

**Section 4: Dues** The annual dues for each membership category of the Academy shall be determined by the Board of Directors.

**Section 5: Inactive Members** The Board of Directors shall **conduct an annual** review on ~~October~~ **March 31<sup>st</sup>** of each year of the names of any Fellows **and Emeritus Fellows** who have failed to pay their dues for that year. Members in arrears shall be notified in writing ~~and~~ **or** by other available means that they will be removed from the membership on **April 30<sup>th</sup>** ~~December 31<sup>st</sup>~~ if dues are not paid in full. **Review of, and notification to, unpaid members schedule is to be established by the Board.** At its discretion, the Board may suspend this provision.

*Rationale: modifies the dates in which members are notified of removal from the Academy because of failure to pay membership dues in a timely fashion. The annual dues notice is sent in January thereby giving members up to four (4) months to pay their dues before inactive status happens.*

**Section 6: Reinstatement of a Member** If a Fellow or Emeritus Fellow has been inactive for a period of one (1) year **for failure to pay dues**, such member may be reinstated by action of the Board of Directors upon making payment-in-full of membership dues, both current and in arrears. If a member's name has been removed from the membership roll, but he/she desires to be reinstated as a member, the individual must successfully complete the nomination and election process as set forth in Article III, Section 2, Election of Fellows.

*Rationale: states reason for member inactivity for the purpose of reinstatement.*

**NEW Section 7: Discipline** A Fellow or Emeritus Fellow may be censured, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Academy's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) abide in the lawful decisions of any duly constituted committee of the Academy, or (3) engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Academy. The discipline shall occur only after the Fellow or Emeritus Fellow has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the Fellow or Emeritus Fellow of their opportunity to be heard, orally or in writing at the discretion of the Board, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any. The decision of the Board or its designee shall be final.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

A Fellow or Emeritus Fellow who has failed to pay dues by the designated final deadline, or who ceases to meet all the requirements for membership shall automatically cease to be a member upon occurrence of the disqualifying event, and the procedures set forth above need not be applied.

*Rationale: New section recommended by attorney to provide for discipline procedures of a member.*

**NEW Section 8: Transfer of Membership** Membership in the Academy is not transferable or assignable.

*Rationale: New section clarifying that membership in the Academy is not transferable to another individual. Without stating it specifically it is not possible, it could be deduced that membership is transferred to another individual within an agency should the current member change jobs.*

**Section 9: Ineligibility to Nominate** The Board of Directors and members of the Membership Committee serving in any particular year may not nominate or write a letter of support for any individual as a Fellow of the Academy. They still retain the right to vote on a member.

*Rationale: Prior bylaws did not indicate the “subject” of the section.*

**NEW Section 10: Refunds** No dues will be refunded unless specifically authorized by the Board of Directors.

*Rationale: Provides clarity should a member request dues refund should they decide they no longer wish to remain a member, the death of a member, or removal from the Academy under the rules as set forth in Section 7, Discipline.*

**Section 11: Resignation** Members wishing to resign from the Academy shall submit a letter of resignation to the President and Secretary of the Academy.

*Rationale: Prior bylaws did not indicate the “subject” of the section.*

#### **ARTICLE ~~IV~~-V: MEETINGS**

**Section 1: Annual Meeting** There shall be an annual meeting of the Academy at such time and place, including the option of teleconferencing, as may be determined by the Board of Directors, for the purposes of installing members of the Board of Directors, receiving annual reports, presenting scholarly papers, and transacting other business. Notice of such meeting shall be mailed or transmitted electronically to the last recorded postal or electronic mail address of each member not less than five (5) nor more than sixty (60) days before the time appointed for the meeting. In the event of the absence of an annual meeting, leadership transition of the Board of Directors shall occur at the next Board of Directors meeting.

**Section 2: Special Meetings** Special meetings of the Academy may be called by the President or the Board of Directors or shall be called by the President upon the written request of twenty-five members of the Academy. Notice of any special meeting shall be mailed or transmitted electronically to each member at his/her last recorded postal or electronic mail address, not less than five (5) nor more than sixty (60) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

**Section 3: Quorum** Twenty-five percent of the membership present, in person or via telecommunications, at any meeting of the Academy shall constitute a quorum, and, in case there be is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

**Section 4: Parliamentary Authority** The current edition of Sturgis, The Standard Code of Parliamentary Procedure, governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted rules.

**NEW Section 5: Voting** Voting must remain open for not less than 5 days from the date a ballot is delivered provided, however, in the case of a removal or one or more directors, a merger, consolidation, dissolution, or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. Members may vote through use of electronic means to the extent permitted by Missouri law.

Ballots shall: (1) Indicate the number of responses needed to meet quorum requirements; (2) State the percentage of approvals necessary to approve; and (3) Specify the time by which a ballot must be received to be counted.

Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

*Rationale: Provides the Academy the authority and the procedures to use electronic means for voting purposes thereby eliminating the need for mailing ballots and members returning them by mail.*

**NEW Section 6 Proxies** A Member entitled to vote may vote in person or by proxy executed in writing by the member sent to the Secretary of the Board and/or the current corporation office address. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

*Rationale: Recommended by attorney to specify the process of proxy voting.*

## **ARTICLE V VI: BOARD OF DIRECTORS**

**Section 1: Powers** The Board of Directors shall have supervision, control and direction of the affairs of the Academy, shall determine its policies or changes to its policies as authorized by the bylaws, shall actively prosecute its purposes as articulated in Article II, and shall have discretion in the disbursement of its funds. The Board may retain employees or contractors, including but not limited to an executive director and executive secretary/treasurer. In furtherance of Academy purposes, the Board may enter into partnerships with other nonprofits, state governments, local governments, universities or instrumentalities thereof; the federal government, businesses, or individuals. The Board of Directors may adopt such rules and regulations for the conduct of the Academy's business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2: Composition** The Board of Directors shall be composed of a President, President-Elect, Secretary, Treasurer, immediate Past President, and six at-large elective Directors.

**Section 3: Elective Directors** Annually, two Directors shall be elected for a term of three years. Any Director may serve no more than two consecutive three-year terms. Election shall be by ~~written ballot~~ **balloting** in accordance with Section 2 of Article **VIII** of the bylaws. ~~A majority of the votes cast shall elect.~~ **The two Director candidates receiving the greatest<sup>2</sup> number of votes shall be elected.**

*Rationale: Deletes specific reference to the requirement for a written ballot; correct referenced Article; and clarifies who is elected. Typically two Directors are elected which means there is more than one candidate on the ballot making it impossible for more than one candidate to receive the majority of votes cast.*

**NEW Section 4: Voting** The Board may vote through use of electronic means to the extent permitted by Missouri law. A majority of the votes cast call elect.

*Rationale: Provides the Board of Directors the use of electronic voting as permitted by Missouri law.*

**Section 5: Tie Vote** In the case of a tie vote, the presiding officer shall flip a coin to determine a winner if it is agreed to by the candidates, otherwise the Board of Directors may vote to break the tie.

**Section 6: Term** Each elective director shall take office at the conclusion of the annual meeting and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

**Section 7: Vacancy** Elective director vacancies may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting.

*Rationale: Provides clarity around the term of a board member should a vacancy occur during the year.*

**Section 8: Proxies** No director may act by proxy on any matter.

*Rationale: Recommended by attorney as it provides clarity around the issue of board of directors' use of proxy.*

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<sup>2</sup> Use of "greatest" versus "higher" was investigated. Greater is most commonly used in reference to numbers; higher may be used in reference to a person's height or more advanced degree; i.e., a person could have higher test scores the second time they take a test.

**Section 9: Compensation** Elective directors do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

*Rationale: Recommended by attorney to clarify that compensation is not provided for Directors elected to the Board.*

**Section 10: 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 votes 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.

*Rationale: Recommended by attorney to provide procedure to remove an elected officer from their board position.*

**Section 11: Meetings** The Board of Directors shall meet upon call of the President at such time and places as he/she may designate. A majority of the Board of Directors shall constitute a quorum. Meetings of the Board of Directors may be held by teleconference or other appropriate telecommunications process.

**NEW Section 12: Guest Attendance at Meetings** Current members of the Academy are permitted to attend Board of Directors meetings, and non-members may be invited by the Board of Directors to witness activities. The Board of Directors may permit a specified time for comments by members of the Academy for items on the agenda. Non-members may be permitted to participate with comments on agenda items if recognized by the Board of Directors. The Board of Directors may require that all visitors leave the meeting for their discussion. Votes by the Board of Directors are to be taken during the open portion of the meeting, and any current Academy member is permitted to be in attendance during these votes.

*Rationale: Recommended by the Board of Directors to provide clarity regarding guests at board meetings.*

**Section 13: Action Without Meeting** Any action within the power of the Board shall be deemed to have been validly taken at a meeting duly called and held if such action shall be consented to in writing by all Directors.



## ARTICLE VII: OFFICERS

**Section 1: Elective Officers** The elective officers of this Academy shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-elect shall be elected annually and shall automatically advance to the office of President the following year. The President automatically advances to the office of Past President the following year. **Election shall be by balloting in accordance with Section 2 of Article VIII of the bylaws. A majority of votes cast shall elect.**

*Rationale: References the balloting procedures already stated in the bylaws.*

**Section 2: Tie Vote** In the case of a tie vote, the presiding officer shall flip a coin to determine a winner if it is agreed to by the candidates, otherwise the Board of Directors may vote to break the tie.

**Section 3: Term** Each elective officer shall take office at the conclusion of the annual meeting and shall serve for a term of one year and until a successor is duly elected and qualified. the following terms: President, one (1) year; President-elect, one (1) year; Secretary, two (2) years; and Treasurer, two (2) years. Persons occupying the offices of Secretary and Treasurer may serve no more than one consecutive two-year term.

In order to establish the two-year term for Secretary and Treasurer, the Secretary shall be elected to a one (1) year term in 2021 and the Treasurer shall be elected to a two (2) year term in 2021. Thereafter the Secretary shall be elected for a two-year term on odd numbered years and the Treasurer shall be elected to a two (2) year term on even numbered years.

**Section 4: Vacancies** Vacancies in any office may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

**Section 5: Removal from Office** An officer may be removed, with or without cause, by a two third vote of the voting members of the Board.

*Rationale: Recommended by attorney to provide a procedure to remove an officer of the Board.*

**Section 6: Compensation** Officers do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

*Recommended by attorney to clarify that compensation is not provided for officers (President, President-elect, Secretary, and Treasurer) elected to the Board.*

**Section 7: President** The President shall be the principal elective officer of the Academy, shall preside at meetings of the Academy and of the Board of Directors, and shall be a member ex-

officio, with right to vote on all committees except the Nominating Committee and the Cornelius Amory Pugsley Committee.

**Section 8: President-Elect** The President-Elect may be delegated by the President to perform his/her duties, in the event of the President's temporary disability or absence from meetings, and shall have such other duties as the President or the Board may assign. The President-Elect shall succeed to the office of President.

**Section 9: Past President** The President shall automatically succeed to the office Past President and shall chair the Nominating Committee and shall have such other duties as the President or the Board may assign.

**Section 10: Treasurer** The Treasurer shall review the financial records with the Executive Director and Executive Secretary/Treasurer prior to each Board of Directors meeting and the Academy annual meeting. The Treasurer shall make a report at the annual meeting or when called upon by the President and shall perform such other duties as may be assigned to him or her.

**Section 11: Secretary** The Secretary shall ensure that an accurate record of all proceedings of the Board of Directors meetings and the Academy annual meeting are kept and shall perform such other duties as are required and assigned to him or her.

#### **ARTICLE ~~VII~~VIII COMMITTEES**

**Section 1: Appointment of Committees** The President, subject to the approval of the Board of Directors and except as specified otherwise in the bylaws shall annually appoint such standing, special, or subcommittees as may be required by the bylaws or as he/she may find necessary.

**Section 2: Nominating Committee** The Board of Directors shall appoint a Nominating Committee to nominate officers and director candidates for the Board of Directors. The Committee shall be comprised of five (5) members, a majority of whom are past presidents, and chaired by the immediate Past President. The President Elect shall also be appointed to serve on the Committee as one of the five (5) members. The Committee will submit to the Board of Directors at least two (2) names for each elective office position. A ballot shall be ~~mailed~~ **distributed** to the last recorded **physical or email** address of each member at least forty (40) days before the annual meeting **in accordance with Article IV, Section 5 of the bylaws**. The date for the return of the ballots and manner of tabulation shall be prescribed by the Nominating Committee.

*Rationale: Deletes reference to mail ballot; specifies physical or email address and references other Articles on elections.*

**Section 3: Membership Committee** The Membership Committee shall consist of, in addition to the President, six appointive members, each having been a member of the Academy for not less than three years. The President shall appoint members as vacancies occur. The term of office of the appointive members of the Membership Committee shall be three years. No person may serve on the Membership Committee for two full consecutive appointive terms. **Beginning January 2023 members of the Board of Directors are prohibited from serving on the Membership Committee. Should a current Membership Committee member be elected to the Board of Directors, they shall resign from the Membership Committee.** The President of the Academy shall confer with the President-Elect on the naming of the Chair and Vice-Chair of the Membership Committee.

*Rationale: Recommended by the Board of Directors to reduce conflicts of interest and to provide transparency in who is eligible to serve on the Membership Committee. It also provides procedures should a Membership Committee member be elected to the Board of Directors.*

**Section 4: Cornelius Amory Pugsley Medal Committee** The Cornelius Amory Pugsley Medal Committee is composed of five voting members. All shall have received a Pugsley Medal, and at least three shall be members of the Academy. Terms shall be three years and a member may serve not more than three consecutive complete terms. The Chair of the Pugsley Committee shall be appointed for a two-year term by the President in conference with the President-Elect. The Academy President and President-Elect shall consult with the Chair of the Committee in regard to the naming of prospective Committee members. The Chair of the Committee shall confer with other Committee members regarding new members and then forward a request to the President for the appointment of specific new members. In conference with the Committee Chair, the President may appoint up to two additional Pugsley recipients as honorary non-voting members, who serve in an advisory capacity. Honorary members may, but need not be, Academy Members.

**NEW Section 5: Executive Committee** The Board of Directors may adopt by resolution the formation or dissolution of an Executive Committee. In its formation resolution the board must state the duties of the Executive Committee. The President, President-elect, Secretary, and Treasurer shall serve as the members of the Executive Committee. The Executive Director shall serve as an ex-officio member of the Executive Committee. The Executive Committee is subject to the direction and control of the full board. Meetings of the Executive Committee shall be called by the President. Minutes of the Executive Committee meeting will be provided to the full board.

*Rationale: Recommended by attorney to provide the opportunity to create an Executive Committee; outlines the procedures to create such a committee; reporting of actions; and who calls meetings of the Executive Committee.*

**Section 6: Meetings** Meetings and other work of committees may be conducted in person or by teleconference, other appropriate telecommunications process or electronic means, providing that all committee members have access to participate.

#### **ARTICLE ~~VIII~~ IX: DISSOLUTION**

The Academy shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall be inured or be distributed to the members of the Academy. On dissolution of the Academy, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

#### **ARTICLE ~~IX~~ X: AMENDMENTS**

Upon proposals by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part, by approval of a majority of the members through mail, or telecommunication, vote as may be prescribed by the Board of Directors.

Adopted October 28, 1981

Amended October 25, 1985

Amended September 17, 1987

Amended September 8, 1989

Amended August 10, 1991

Amended June 3, 1992

Amended February 2, 1995

Amended September 6, 1996

Amended December 6, 1999

Amended September 6, 2002

Amended September 9, 2005

Amended December 14, 2008

Amended March 15, 2013

Amended May 15, 2014

Amended January 28, 2021

Amended February [insert date], 2022