

# ARTICLES OF INCORPORATION OF THE FLORIDA RECREATION AND PARK ASSOCIATION, INC.

## ARTICLE I - Name and Location

**Section 1.** The official name of this organization shall be The Florida Recreation and Park Association.

**Section 2.** The principal office of the Association is to be located in the City of Tallahassee, Leon County, Florida. The mailing address of the Association is 411 Office Plaza Drive, Tallahassee, Florida, 32301-2756.

## ARTICLE II - Duration of Corporation

**Section 1.** The corporation shall have perpetual existence.

## ARTICLE III - Mission, Goals and Powers

**Section 1.** The mission of the Florida Recreation and Park Association, Inc. is to establish parks and recreation as a cornerstone of health, economic development, environmental sustainability, and community throughout the State of Florida.

. Its primary goals are:

- a. To broaden recreation, park and leisure opportunities for all citizens in the State of Florida through mobilizing citizen and professional leadership to:
  1. Promote the growth, accessibility and professional consistency of programs of public and private leisure resources, including recreation and park lands, facilities and programs.
  2. Educate the public to the increasing importance of recreation, leisure, parks and the preservation of the natural environments to the physical, mental and social well being of the citizens of Florida, and visitors to the state.
  3. Strengthen the quality of professional leadership and delivery systems in recreation, park and leisure services by promoting accreditation and certification programs, and providing continuing education and training opportunities, assuring that the programs reflect the Association's diversity.
  4. Advance science through encouraging research and disseminating information on leisure, recreation, parks and the preservation of natural areas, and the environment.
- b. To provide an organization which will unite all recreation, park and leisure services personnel within the State of Florida.
- c. To foster and maintain high standards of professional qualifications and ethics among all recreation, park and leisure personnel in the State of Florida.
- d. To identify and promote minimum standards for recreation, park and leisure services and resources and encourage the continuance of study and research of such standards.
- e. To foster and maintain a professional image to the public and related associations through positive public relations and affiliation for mutual benefit and cooperation.
- f. To advocate leisure, recreation and park issues on behalf of the interests of leisure personnel as a group where such advocacy is necessary.

### **Section 2.**

- a. The Association shall have all the power necessary to carry out its purposes and goals, subject only to limitations provided by the Articles of Incorporation, by the By-Laws or by law. Such powers shall include without limitation:
  1. Control of its affairs.
  2. The designation of the time holding and manner of conducting meetings.
  3. The control of its members.
  4. The determination of time and manner of selection, qualifications, powers and duties of

- its officers and members of committees.
5. The determination of what constitutes a vacancy in any office or committee and the manner of filling that vacancy.
  6. The adoption of such rules and regulations, not inconsistent with the laws, Article of Incorporation and the By-Laws with the right from time to time to amend or repeal, as deemed necessary.
- b. The Association shall not be operated for the purpose of carrying on a trade or unlawful activities under applicable federal, state or local laws. The Association shall not:
    1. Engage in any prohibited transactions as described in Section 501 of the Internal Revenue Code.
    2. Accumulate income, invest income or divert income in a manner endangering its exempt status as described in Section 501 of the Internal Revenue Code.
  - c. No part of the net earnings or property of the Association shall inure to the benefit of, or be distributed to its members, donors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Association shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
  - d. In the event of a dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, distribute the remaining assets exclusively to an organization or organizations organized and operated exclusively for charitable, educational and/or scientific purposes as shall at the time qualify as an exempt organization under Section (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so distributed by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**Section 3.** An officer or Board member may be removed for cause by a two-thirds majority vote of the Board of Directors after reasonable notice and full hearing before the Board.

#### **ARTICLE IV - Membership**

**Section 1.** The membership of this Association shall be open to those persons, agencies and organizations meeting the requirements as provided hereinafter by By-Laws, regardless of age, sex, race, religion, national origin, or disability. Termination of membership will be as provided in the By-Laws.

#### **ARTICLE V - The Board of Directors**

**Section 1.** The governing body of this Association shall be known as the Board of Directors, which shall consist of the President, President Elect, Vice President of Finance, three Vice Presidents, and the immediate Past President.

**Section 2.** There shall be a Personnel Committee of the Board of Directors to review all personnel matters of the Association, and to take action on emergency personnel matters. The Committee shall be composed of the President, President Elect, and Immediate Past President.

**Section 3.** The Executive Director will serve as ex-officio member of the Board of Directors as provided for in the By-Laws.

**Section 4.** In the case of the President's illness, death, resignation, or move from the state, the President Elect shall succeed to the office of President for the unexpired term, and then shall serve their duly elected term of office. In the case the President Elect can not succeed to the office of President, the Board of Directors of the Association shall elect from among themselves an individual to serve in the

office of President for the unfulfilled term.

If, when the President Elect succeeds to the office of President, a regularly scheduled election has been held and an individual has been elected to serve as President Elect, that individual shall immediately assume the role of President Elect to fulfill the unexpired term, and then shall serve their duly elected term of office.

If when the President Elect succeeds to the office of President, a regularly scheduled election has not been held, there shall be no individual serving as President Elect until an election can be held. If during this period of time, something shall render the President unable to serve his/her term, the immediate Past President shall serve until an election can be held.

**Section 5.** In the instance that a Board member may not fulfill their duly elected/appointed term, the President shall appoint a replacement for the remainder of that term, unless otherwise provided in these bylaws.

#### **ARTICLE VI - Amendments**

**Section 1.** These Articles may be amended or repealed only by a two-thirds vote of a quorum of the Board of Directors at any Board meeting conducted as provided for in Article IV of the ByLaws, duly called or regularly held, but conditioned on notice of such proposed changes having been provided in writing to the Board of Directors not less than forty-five (45) days before such meeting. Amendments may be proposed by any member of the Board of Directors of their own initiative or upon petition of any ten (10) members of the Association addressed to the Board.

#### **ARTICLE VII - By-Laws**

**Section 1.** There shall be official By-Laws of the Association. Amendments to the By-Laws may be made at any time provided the amendments have been approved by the Board of Directors. Any amendments approved under this provision shall go into effect upon final action by the Board of Directors, or at such later date as specified by the Board of Directors.

#### **ARTICLE VIII - Subscribers and Officers**

**Section 1.** The officers of this Association shall be a President, President Elect, Immediate Past President, Vice President of Finance, and three Vice Presidents. They shall be elected as provided for in the By-Laws.

### **BY-LAWS OF THE FLORIDA RECREATION AND PARK ASSOCIATION, INC.**

#### **ARTICLE I - Membership**

**Section 1.** There shall be four classes of voting memberships: Professional, Retired Professional, Commercial Professional and Lifetime.

- a. Professional: Personnel employed in a permanent position by public or non-profit agencies providing recreation, park and/or leisure services in Florida; and persons employed in a permanent position as an educator of recreation, park and/or leisure personnel at Florida universities and colleges.
- b. Retiree: Individuals who have retired from the profession with a minimum of seven (7) years employment experience in recreation, parks and/or the leisure field.
- c. Commercial Professional: Individuals employed full-time as commercial vendors, consultants or suppliers desiring a voting involvement in the Association. These persons are actively involved in the promotion of parks, recreation and/or leisure professions. In order to be eligible for this category, the individual's company or agency must be a Commercial member of the Association.

- d. Lifetime: Membership by recommendation of the Awards Committee awarded to retired professionals who have performed outstanding service in the recreation, parks and/or leisure services field.

**Section 2.** Members in the professional category of membership shall be eligible to hold office on the Board of Directors.

**Section 3.** There shall be six classes of non-voting members: Agency, Honorary, Student, Commercial, Associate, and Citizen Member. Non-voting members will not be eligible to hold office.

- a. Agency: Any public or private recreation, park and/or leisure services department or organization in Florida. Examples of such departments and organizations are: recreation and parks departments; universities and colleges engaged in the education and training of recreation, park and/or leisure personnel; recreation and park boards; city and county commissioners; hospital boards; state and district agencies; and association boards. Agency members shall have the privileges of being represented at all meetings, receiving all Association bulletins, survey results, and other data.
- b. Honorary: A membership reserved for designated and deserving individuals, groups or agencies for outstanding service or contributions to the field of recreation and parks or its related programs.
- c. Student: Any full time student (12 hours or more per semester) interested in the recreation, park and/or leisure profession.
- d. Commercial: A commercial classification open to any company, organization, or dealer providing products and services to the recreation, park, and/or leisure profession, or interested in contributing to the purpose of the Association.
- e. Associate: Individuals not professionally employed in the recreation, park and/or leisure field, and residing outside the State of Florida, but interested in the recreation, park and/or leisure profession.
- f. Citizen: Individuals involved in the promotion of parks, recreation and/or leisure services, or concerned with the issues facing the profession, but not employed in the field.

**Section 4.** Any member may be expelled from or denied membership in the Association by two-thirds vote of the Board of Directors only after written notice is received by the member that he/she has the right to a full hearing before the Board of Directors.

**Section 5.** Any officer wishing to resign may do so by submitting a written notice to the Association President.

**Section 6.** Any member wishing to resign may do so by submitting a written notice to the Association Executive Director.

**Section 7.** When an FRPA member makes a career change which would alter his/her membership category, notification must be sent to the Executive Office within thirty (30) days. No assessments or refunds will be mandated that membership year. Upon Executive Office receipt of notification, the individual's membership category will be changed immediately.

**Section 8.** Any officer or director whose employment changes their membership category as described in Article I, Section I of these bylaws, shall have a period of time not to exceed ninety (90) days to secure employment that would qualify them for a membership category eligible to hold office. If at the end of the ninety (90) days, the member has not secured employment that would qualify them for a membership category eligible to hold office, duties will be assumed by their elected successor. In the event there is no elected successor, the President will make an interim appointment until an election can be held.

## **ARTICLE II - Dues**

**Section 1.** The annual dues will be payable on or before the individual's anniversary date. The

Executive Director shall bill each member for dues. Those not paying dues upon their anniversary date shall not be in good standing, but will be reinstated to good standing upon payment of same.

**Section 2.** The Board of Directors shall determine the membership dues of the Association.

### **ARTICLE III - Functions of the Board of Directors**

**Section 1.** The Board of Directors, in accordance with the Articles of Incorporation and By-Laws and such resolutions as adopted from time to time, shall have the power to:

- a. Authorize all expenditures and regulate the finances of the Association.
- b. Make decisions of any affairs of the Association provided such decisions are not in conflict with the Association Articles of Incorporation and By-Laws.
- c. Approve the location, day and time of the Annual Conference and Business Meeting.
- d. Authorize the employment and determine the compensation of such persons as it considers necessary to carry out the purposes and policies of the Association.
- e. Approve all honorary and lifetime memberships to the Association.

**Section 2.** The Board of Directors shall meet at least three times each fiscal year.

- a. Post-Conference Meeting: A meeting of the newly elected Board of Directors shall be held at the close of the Annual Association Conference.
- b. Midyear Meeting.
- c. Pre-Conference Meeting: A meeting of the outgoing Board of Directors shall be held at the Annual Association Conference, prior to the Annual Business meeting and preferably at the earliest opportunity during the opening of the Conference.

**Section 3.** At any time, the President of the Association may request a vote by the Board of Directors. A fifty percent plus one reply must be received and a majority of votes received shall decide the question.

**Section 4.** The time and place of all meetings of the Board of Directors shall be designated by the President or President Elect.

- a. Fifty percent plus one shall constitute a quorum at all meetings.
- b. The expenses of the members of the Board of Directors to board meetings other than post and pre-conference shall be paid upon receipt of a reasonable statement based upon the Board policy covering the essential costs of each meeting, not to exceed four (4) meetings a year, subject to the approval of the Board of Directors.

**Section 5.** An appeal from the decisions of the Board of Directors may be made at the Annual meeting or at any regular Board of Directors meeting, if agendaed.

**Section 6.** It shall be the duty of the Board of Directors to approve, disapprove and pass on to the Membership recommended amendments to the Articles of Incorporation and By-Laws and all committee reports in which action by the Association is required.

**Section 7.** It shall be the duty of the Board of Directors to carry out the inspection of the Association and to take official action between meetings of the Association.

### **ARTICLE IV - Duties of Officers**

**Section 1.** Each officer may serve in only one elected office at any given time.

**Section 2.** All state officers shall assume their office each year after the close of the Association Conference. They shall be installed at the Annual Banquet.

**Section 3.** The President of the Association shall act as presiding officer of the Board of Directors, the Annual State Conference Business Meeting, and shall perform such duties as ordinarily

pertain to the office of President. He/she shall serve on the Personnel Committee. The President shall appoint chairs of standing committees as outlined in the Manual of Procedures.

**Section 4.** The immediate Past President shall serve as a member of the Board of Directors, and the Personnel Committee for one year immediately following his/her term as President.

**Section 5.** The President-Elect shall serve as a member of the Board of Directors and the Personnel Committee, and shall act for the President in his/her absence. The President-Elect shall automatically succeed to the term of office of the President at the conclusion of the Annual Association Conference. The President-Elect shall appoint vice chairs of all standing committees as outlined in the Manual of Procedures

**Section 6.** The Vice President of Finance shall serve as a member of the Board of Directors.

**Section 7.** Vice Presidents shall serve as members of the Board of Directors.

#### **ARTICLE V - Duties of Ex-Officio Board Members**

**Section 1.** The Executive Director shall be appointed by the Board of Directors and shall perform such duties as may be assigned by the Board of Directors and not from the membership of the Board or a member of the Association. The Executive Director shall serve as the Resident Agent as required by the law of the State of Florida. The Executive Director shall not be considered a voting member of the Board of Directors

#### **ARTICLE VI - Committees**

**Section 1.** The President shall appoint for his/her term of office, chairpersons of standing committees as listed below.

- a. Awards Committee
- b. Conference Committee
- c. Nominating Committee
- d. Professional Advancement Committee

**a.** The Awards Committee shall be chaired by the President Elect.

**b.** The Conference Committee shall be comprised of a Chair appointed by the President Elect.

**c.** The Nominating Committee shall be chaired by a Past President and shall include five additional members, three of which must include individuals who have served as President within the past ten years (not including the Nominating Committee Chair), and may not include anyone who will be a candidate on that year's ballot.

**d.** The Professional Advancement Committee shall be comprised of individuals from areas representative of the parks, recreation and leisure services field. This Committee shall perform such responsibilities as outlined in the Association Manual of Procedures and those annually approved by the Board of Directors.

**Section 2.** Special committees and task forces may be established at the discretion of the Board of Directors as necessary.

#### **ARTICLE VII - Nomination and Election Procedures**

**Section 1.** The Nominating Committee shall recruit candidates for vacant positions taking into

account the qualifications, responsibilities and commitment required of the position(s).

**Section 2.** Prior to ballot distribution, a slate of officers shall be submitted to the FRPA Board of Directors for approval for the positions of President Elect, Vice President(s), as are required in any given year. Voting members of the Board of Directors must meet eligibility requirements of the office held in accordance with the Job Description.

**Section 3.** The President Elect, Vice President of Finance, and Vice Presidents shall be elected by a state-wide election by means approved by the Board of Directors.

**Section 4.** Eligibility for voting shall be determined by the members in good standing prior to the release of the ballot. Ballots shall be distributed by a means to be approved by the Board of Directors. To be valid, ballots must be returned to the Executive Office no later than the established deadline.

**Section 5.** The candidate(s) receiving the largest number of votes cast shall win the election. In the case of a tie, a run-off election must be held. Ballot records must be retained for one year in the FRPA Executive Office.

**Section 6.** The report of the election results must be submitted to the Board of Directors at the Board's first meeting following the elections.

**Section 7.** Board Job Descriptions are developed and maintained by the Board of Directors.

#### **ARTICLE VIII - Annual Conference Meetings**

**Section 1.** An Annual Membership Business Meeting shall be held each year during the Annual Conference of the Association.

#### **ARTICLE IX - Indemnification of Officers, Members of the Board of Directors and Employees**

Every officer, member of the Board of Directors, or employee of the Association, hereinafter referred to as an indemnified individual, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnified individual in connection with any proceeding to which such indemnified individual may become involved, by reason of such indemnified individual being or having been a member of the Board of Directors, officer or employee of the Association, or any settlement thereof, whether or not such indemnified individual is an officer, member of the Board of Directors, or employee of the Association at the time such expenses are incurred, except in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individual may be entitled.