

**Bylaws of the
Eastern Service Area of the
Virginia Recreation and Park Society**

**ARTICLE I
OBJECTIVES AND PURPOSES**

Section 1. The objectives of the service area shall be adhered to strictly, as contained in the VRPS Charter of Incorporation, and shall be confined to the special pursuits and purposes therein, and shall be at all times in compliance with the requirements of Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE II
ADMINISTRATIVE OFFICE**

Section 1. The Board of Directors shall determine the location of the administrative office.

**ARTICLE III
AFFILIATION**

Section 1. This organization shall be affiliated with the Virginia Recreation and Park Society herein known as VRPS and the National Recreation and Park Association herein known as NRPA.

Section 2. The organization may affiliate with other organizations by majority vote of the Board of Directors.

**ARTICLE IV
MEMBERSHIP**

Section 1. Individual: Any individual who is employed directly in the delivery of leisure services and a member of VRPS shall be entitled to all privileges of the Service Area.

Section 2. Board/Commission: Any individual presently serving on leisure services board or commission and a member of VRPS shall be entitled to all privileges of the Service Area.

Section 3. Associate: Any individual not eligible for or not desiring professional membership and a member of VRPS shall be entitled to all privileges of the Service Area.

Section 4. Student: Any individual currently enrolled in a college or university as a candidate for a degree in the leisure services field of study who does not qualify for professional membership and is a member of VRPS shall be entitled to all privileges of the Service Area.

Section 5. Retired Professional: Any individual who has retired from a professional membership status shall be entitled to all privileges of the Service Area.

Section 6. Honorary Membership: May be bestowed upon deserving individuals by the Board of Directors. This individual carries no voting privileges.

ARTICLE V
BOARD OF DIRECTORS

- Section 1.** The governing body shall be elected by the Service Area membership and be known as the Board of Directors and shall consist of nine (9) at large representatives.
- Section 2.** The incoming Board will meet in December, prior to taking official office, for the purpose of electing officers. At this first meeting, the Board of Directors shall elect, from within its membership, a Chair, Chair Elect, Treasurer and Secretary. Each member of the Board of Directors shall be elected for three years or until the successor is elected or appointed according to Section 5. Terms of the Directors shall be staggered. Each director shall have one vote. A Board of Directors member may be represented by a proxy, which must be in writing and recognized by the Board of Directors as the first item of agenda.
- Section 3.** It shall be the duty of the Board of Directors to establish policies and procedures within the scope of VRPS Articles of Incorporation and these Bylaws.
- Section 4.** The Board of Directors shall have the power to fill vacancies of the officers and Board.
- Section 5.** The Board of Directors shall keep minutes of all official meetings held.

ARTICLE VI
EXECUTIVE COMMITTEE

- Section 1.** The Executive Committee shall be made up of the elected and appointed officers.

ARTICLE VII
OFFICERS

- Section 1.** The officers shall be Chairperson, Chair-Elect, Treasurer, Secretary, Immediate Past Chair or as specified in the VRPS Bylaws and Manual of Procedures.
- Section 2.** The officers of the Service Area shall perform the duties usually performed by such officers and as described in Robert's Rules of Order Newly Revised, together with such duties as shall be described by the Bylaws or by the Board of Directors.
- Section 3.** The Chairperson shall:
- A. Assume office at the start of the VRPS fiscal year, and shall hold office for one year or until his/her successor begins his/her term.
 - B. Be the official representative for the Service area and at VRPS local, statewide and regional functions.
 - C. Appoint chairpersons, with the approval of the board, to standing committees, except for those otherwise provided for in these bylaws.
 - D. Appoint Special Committees, and representatives to VRPS committees at the request of the Board of Directors of the VRPS.
 - E. Set agendas and preside at all meetings of the Service Area.
 - F. Attend VRPS Board of Directors meetings when possible or upon the request of the Board of Directors.

- G. Be an ex-officio member of all committees with the exception of the Nominating and Elections Committees.
- H. Shall submit to the President of VRPS, the results of the annual elections for the Service Area, fifteen (15) days prior to the Annual Business Meeting at the Annual Conference.
- I. Make an annual report to the Service Area and prepare all reports required by the VRPS Board of Directors.
- J. Call special meetings with notice given to the members concerned.

Section 4. The Immediate Past Chairperson shall:

- A. Serve as an Advisor
- B. Oversee the orientation of new Board members.

Section 5. The Chair Elect shall:

- A. Become acquainted with the activities of the Service Area and VRPS and the duties of the Chair
- B. Acts as presiding officer in the absence of the Chair assume the office of Chairperson if a permanent vacancy should occur.
- C. Assume the office of Chair at the expiration of the term of the incumbent
- D. Create an annual budget and statement of goals and objectives, which shall be submitted at the first Board meeting for approval
- E. Serve as the Parliamentarian and Chairperson of the Bylaws Committee if the Parliamentarian seat is vacant.
- F. Shall represent the service area on the State Awards and Citations Committee.
- G. Coordinate other activities, as directed by the Chair.

Section 8 6. The Secretary shall:

- A. Record the minutes of all proceedings of the Eastern Service Area meetings and Board of Directors meetings.
- B. Send minutes of the meetings to the Chairperson within 30 days of the last meeting.
- C. Keep original copies of all records of all activities of the Service Area and Board meetings and shall ensure that these are placed in safekeeping.
- D. Coordinate Eastern Service Area emails and area activity reminders.
- E. Coordinate and submit quarterly area reports for the VRPS publications.
- F. Coordinate and create the Eastern Service Area End of the Year PowerPoint presentation.

Section 9 7. The Treasurer shall:

- A. The Treasurer shall use adopted procedures of VRPS for financial control.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

Section 1. The chairperson of all Standing and Special Committees shall be appointed by the Service Area Chair and approved by the Board of Directors, unless otherwise provided for in these Bylaws.

Section 2. The Standing Committees shall be: Membership and Training and Education.

Section 3. It shall be the duty of each Standing and Special Committee to make plans for committee functions for the year, submit plans in writing to the Service Area Board of Directors and carry out the plans as approved.

Section 4. Special Committees are those committees deemed as necessary in the interest of the society and may be recommended by the chairperson and approved by the Board of Directors.

Section 5. The duties of the Standing Committee Chairs are as follows, but not limited to:

A. Membership Chair

- a. Create a database of contacts for each Eastern Service Area member agencies.
- b. Assist in building membership in the Service Area
- c. Maintain a current list of Service Area members and contacts.
- d. Make recommendations to the Chairperson and Board of Directors for activities, workshops, trainings and any other items beneficial to the workings and professional training of Service Area members.

B. Training and Education Chair

- a. Develop a calendar and budget for recommended workshops and trainings sponsored by the Eastern Service Area.
- b. Recommend individuals for committees to develop and implement workshops and trainings as needed.

ARTICLE IX
MEETINGS

Section 1. The Board of Directors shall hold at least three (3) official Board of Directors meetings a year and an agenda shall be distributed to the members of the Board of Directors at least five (5) days before the meeting.

Section 2. The Annual Business Meeting will be held in conjunction with the VRPS Annual Conference.

Section 3. A quorum shall consist of seven (7) voting members of the Board (providing one is an elected officer). (See Article V, Section 1 for the list of voting members.) In emergency situations a quorum may be declared with 3 voting members present providing one is an elected officer.

Section 4. Additional meetings may be requested by the Chairperson.

ARTICLE X
VOTING

Section 1. Each VRPS Eastern Service Area member, eligible for voting privilege, as determined by VRPS Bylaws, Article X, Section 1, shall be entitled to vote.

Section 2. Board member may be represented by a “proxy” vote which must be presented to the Board in writing and recognized as the first item on the agenda.

ARTICLE XI
NOMINATIONS & ELECTIONS

- Section 1.** The Nominating and Elections Committee shall have three (3) members. One member shall be from the Board of Directors and shall serve as a liaison between the Board and the Nominating Committee. With the exception of the Board Liaison, terms of office shall be three years. A committee member must take at least one year off before being re-appointed to the Nominating Committee. Prior to the first Board of Directors meeting of each year, the Nominating Committee shall recommend membership of the Nominating Committee to the Board of Directors for their ratification.
- Section 2.** The Nominating Committee shall prepare a slate of candidates to fill vacancies in the nine (9) positions of the Board of Directors. A positive vote of two members of the Nominating Committee is required to approve the slate of candidates.
- Section 3.** The slate of candidates shall be submitted to the membership a minimum of thirty (30) calendar days prior to the election.
- Section 4.** Voting shall be by electronic ballot with a space allocated and marked “write in.” If the ballots are mailed, they shall be printed on an uncommon color paper and shall include biographical information about each candidate, and a deadline for mailing back ballots to the committee.
- Section 5.** Electronic ballots shall be returned to the VRPS central office at least thirty (30) days prior to the opening session of the annual conference of the VRPS. Ballots shall be counted, recorded and filed with a report and submitted to the Chairperson 15 (fifteen) days prior to the Annual Business Meeting.
- Section 7.** The election process shall be completed on one ballot.
- Section 8.** In the case of a tie vote, the election shall be decided by another ballot with the winner decided by a plurality of those voting. The second ballot shall be sub-mitted to the membership a minimum of fifteen (15) calendar days after the deadline of the first ballot. The second ballot will be administered in the same manner as described in Section 5 of this Article.

ARTICLE XII
AMENDMENTS

- Section 1.** These Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors at a duly constituted meeting and then submitted to VRPS Board of Directors for their approval.
- Section 2.** The Bylaws may also be amended by the voting membership by mail ballot at such time as may be designated by the Board of Directors. All amendments proposed by the Bylaw Committee must be approved by the Board of Directors. Any approval of the amendments must be by two-thirds (2/3) vote of the membership voting on the issue. All (proposed) amendments to the Bylaws shall be published thirty (30) days prior to such vote.
- Section 3.** The procedure for membership to initiate an amendment is to present to the Service Area Board the signatures of at least 25 percent of the voting membership who support the (proposed) amendment.

Section 4. All amendments to the Bylaws of the Eastern Service Area that are in conflict with the VRPS Bylaws are hereby expressly rescinded.

ARTICLE XIII
PARLIAMENTARY REFERENCE

Section 1. The parliamentary reference for the Eastern Service Area shall be Robert's Rules of Order Newly Revised.

ARTICLE XIV
NON-DISCRIMINATION

Section 1. The Service Area shall not discriminate in any manner against any person by reason of race, color, sex, age, disability, national origin, or religious or political affiliation.

ARTICLE XV
INDEMNIFICATION

Section 1. Any person who at any time shall serve, or shall have served as Chairperson or Officer of the Service Area or of any other enterprise at the request of the Service Area, including any individual or service area (and the officers and employees of that service area) authorized to serve as executive director, and the heirs, executors, and personal representatives of such person shall be indemnified by the Association against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he or they may be involved by virtue of such persons being or having been such Chairperson or officer, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association; provided, however, that such indemnity shall not be made with respect to (a) any matter as to which such persons shall have been finally adjudged in such action, suit, or proceeding to be liable for misconduct or bad faith in the performance of his duties as such chairperson or officer, or (b) any matter settled or compromised unless, in the opinion of the independent counsel selected by or in a matter determined by the Board of Directors by a majority vote of a quorum, consisting of officers who were not parties to such action, suit, or proceeding, there is not reasonable grounds for such person being adjudged liable for misconduct or bad faith in the performance of his duties as such Chairperson, officer, or (c) any amount paid, or payable to the Association or to such other enterprise by such officer or Chairperson. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw agreement, or vote of members.

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