

**Bylaws**  
**Virginia Recreation and Park Society, Inc.**  
**Senior Resource Group**

**Table of Contents**

<b>ARTICLE I.</b>	<b>NAME</b>
<b>ARTICLE II.</b>	<b>OBJECTIVES AND PURPOSE</b>
<b>ARTICLE III.</b>	<b>ADMINISTRATIVE OFFICE</b>
<b>ARTICLE IV.</b>	<b>AFFILIATION, COLLABORATIONS, AND PARTNERSHIPS</b>
<b>ARTICLE V.</b>	<b>MEMBERSHIP</b>
<b>ARTICLE VI.</b>	<b>BOARD OF DIRECTORS</b>
<b>ARTICLE VII.</b>	<b>OFFICERS AND LENGTH OF TERM</b>
<b>ARTICLE VIII.</b>	<b>STANDING COMMITTEES</b>
<b>ARTICLE IX.</b>	<b>VOTING</b>
<b>ARTICLE X.</b>	<b>ELECTION PROCEDURES</b>
<b>ARTICLE XI.</b>	<b>MEETINGS</b>
<b>ARTICLE XII.</b>	<b>AMENDMENTS</b>
<b>ARTICLE XIII.</b>	<b>PARLIAMENTARY REFERENCE</b>
<b>ARTICLE XIV.</b>	<b>NON-DISCRIMINATION</b>
<b>ARTICLE XV .</b>	<b>INDEMNIFICATION</b>

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## **ARTICLE I**

### **NAME**

- Section 1. The name of this organization shall be called the *Senior Resource Group* of the Virginia Recreation and Park Society, Incorporated (VRPS), hereinafter referred to as the SRG.

## **ARTICLE II**

### **OBJECTIVES AND PURPOSE**

- Section 1. The objectives of the SRG shall be adhered to strictly, as contained in the VRPS Articles 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.
- Section 2. The primary purpose of the SRG shall be education, outreach, and leadership.

## **ARTICLE III**

### **ADMINISTRATIVE OFFICE**

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

## **ARTICLE IV**

### **AFFILIATION, COLLABORATIONS, AND PARTNERSHIPS**

- Section 1. The SRG shall be affiliated with the Virginia Recreation and Park Society and the National Recreation and Park Association.
- Section 2. The SRG may affiliate and collaborate with other professional organizations by majority vote of the SRG Board of Directors, and the VRPS Board of Directors.
- Section 3. The SRG Board of Directors may choose to organize partnerships with other VRPS Resource Groups and Service Areas, while maintaining and fulfilling the goals and the intent of the SRG Vision and Mission Statements.

## **ARTICLE V**

### **MEMBERSHIP**

- Section 1. Any current member (as defined by VRPS Bylaws, Article IV: Membership) of VRPS in good standing is eligible for membership in the SRG; however, to be identified as a SRG member, one must make the selection on the VRPS membership application.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

- Section 1. The governing body of the SRG shall be known as the SRG Board of Directors, hereinafter referred to as “the SRG Board.”
- Section 2. The incoming SRG Board shall be present at the October SRG Board meeting, for the purpose of electing officers. At this meeting, the SRG Board shall elect, from within its elected Board, a Chair, Chair-Elect, Treasurer, and Recorder. Membership Coordinator,

Professional Development Coordinator, and up to four Members-at-Large may be appointed by the SRG Board.

Section 3. It shall be the duty of the SRG Board to establish policies and procedures of these bylaws and the SRG Manual of Procedures, within the scope of VRPS Articles of Incorporation. The SRG Board shall follow the directives set forth within Article II, within the *Objectives and Purpose* of the SRG and uphold them as stated in the SRG Manual of Procedures.

Section 4. It shall be the duty of the SRG Board to annually develop SRG Goals based on Standing Committee goals and present goals to VRPS Board of Directors by the beginning of the fourth quarter.

## **ARTICLE VII**

### **OFFICERS AND LENGTH OF TERM**

Section 1. **Elected Officers**

There shall be four elected SRG Board Members, elected by the SRG Membership. The SRG Board shall elect officers from within, to fill the following positions of:

1. Chair
2. Chair-Elect
3. Recorder
4. Treasurer

Section 2. **Appointed Officers**

1. Membership Coordinator
2. Professional Development Coordinator
3. Member-At-Large: (*one to four members*)

Section 3. **Length of Term**

1. The length of term for each elected board member is three years serving staggered terms. The elected officers hold a position for one year or until their successor is elected from within the previously elected SRG Board.
2. The length of term of an appointed officer shall be for one year. If a vacancy occurs within the SRG Board of one of the elected officers, an Appointed Officer may be nominated and become an elected SRG Officer.
3. Exceptions to the length of term for the office of any elected or appointed officer may be made by the recommendation of the SRG Chair, with the approval of the SRG Board.

Section 4. If, at any time, an elected or appointed officer feels they are unable to fulfill the duties of their seat of office thereof, for any reason of choice, they shall submit in writing their intent of resignation to the SRG Board. In the case of the resignation of the SRG Chair, the particular SRG officer shall submit their written intent of resignation to the SRG Board and the VRPS Board of Directors.

Section 5. If, at any time, the SRG Board determines an officer is unable to fulfill their seat of office, they shall request, in writing, the resignation of the particular SRG officer; a decision of the SRG Board may include meeting with the particular SRG officer.

**ARTICLE VIII**  
**STANDING COMMITTEES**

- Section 1. The SRG Board shall approve committees annually. The SRG Boards shall fulfill its' objectives and purposes, through the goals accomplished by the following six standing committees:
1. Nominations & Elections Committee
  2. Bylaws Committee
  3. Membership Committee
  4. Professional Development Committee
  5. Virginia Senior Center Committee
  6. Newsletter & Marketing Committee
- Section 2. Each standing committee, shall annually submit upcoming goals with a plan of action to the SRG Board no later than September 1. Goals with plan of action shall:
- A. Fulfill the current standing committee responsibilities for the year, and
  - B. Include the development of any new committee goals.

**ARTICLE IX.**  
**VOTING**

- Section 1. All SRG members, with the exception of Associate and Student members, shall be considered a voting member, provided that they are members of VRPS, and have maintained payment of VRPS membership dues.
- Each voting member shall have one vote, during the Official SRG Election Period.
  - All voting shall be completed by electronic ballot (email).
  - Each qualified voting member shall have 30 days, from receipt of ballot, to complete their vote.
- Section 2. Ballots for Voting on Elected Officers: The SRG Membership Coordinator and the Nominations & Elections Committee shall be responsible for delivery by email.
- Section 3. Ballots for Voting on Amendments of the SRG Bylaws: The SRG Bylaws Committee shall be responsible for delivery by email.

**ARTICLE X**  
**ELECTION PROCEDURES**

- Section 1. The Nominating Committee shall be chaired by the Membership Coordinator and consist of three members.
- Section 2. The Nominating Committee shall prepare a slate of candidates to fill vacancies of the SRG Board. 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 SRG membership a minimum of thirty calendar days prior to the election.
- Section 4. Voting shall be by ballot with a space allocated and marked "write-in."
- Section 5. The Nominating Committee shall endeavor to prepare a slate that offers a choice in voting. The nominee(s) or candidate(s) that receives the plurality vote will be declared the winner(s).
- Section 6. The election process shall be completed on one ballot. In case of a tie vote, the SRG Board will decide the winner.

**ARTICLE XI**  
**MEETINGS**

- Section 1. The SRG Board shall determine the date, time and location of all SRG Board meetings and annual business meeting.
- Section 2. The SRG Board shall meet at least four times per year and an agenda shall be distributed to the members of the Board prior to the meeting.
- Section 3. A quorum shall consist of a simple majority of the SRG Board Members present; an emergency quorum shall consist of a simple majority of the SRG Board Members present.
- Section 5. Conference Calls/Skype Meetings may be necessitated and considered as an official SRG Board meeting. SRG members shall be allowed to call-in and be considered present at the virtual meeting.

**ARTICLE XII**  
**AMENDMENTS**

- Section 1. The SRG Bylaws may be amended/revise with the consent of a simple majority vote of the SRG Board, present at a duly constituted meeting.
- Section 2. The SRG Bylaws may also be amended/revise by the voting membership by email ballot at such time as may be designated by the SRG Board. Any approval of the amendments must be by at least two-thirds ( $\frac{2}{3}$ ) of the votes returned, in positive support of the amendments/revisions.
- Section 3. The procedure for the SRG membership to initiate an amendment shall be to present, to the SRG Board, the signatures of at least ten voting members of the SRG, whom are in support of the amendment.

**OR**

A majority vote of the SRG Board in recommendation of revisions/amendments of the current SRG Bylaws.

- Section 4. The process of revising the SRG Manual of Procedures shall be the responsibility of the Bylaws Committee, and shall be approved by the SRG Board.
- Section 5. If any approved amendments/revisions to the SRG Bylaws require updated changes to the SRG Manual of Procedures, the changes to the SRG Manual of Procedures shall be made within three months of the new amendment/revision date, and shall be approved of by the SRG Board. Revisions to the SRG Manual of Procedures must follow the intent and guide of the current SRG Bylaws, and cannot be written in a way as to be in conflict with the current SRG Bylaws.
- Section 6. All amendments to the SRG Bylaws heretofore adopted, which are in conflict with these Bylaws, are hereby expressly rescinded.

**ARTICLE XIII**  
**PARLIAMENTARY REFERENCE**

- Section 1. *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the SRG.

**ARTICLE XIV**  
**NON-DISCRIMINATION**

- Section 1. The SRG shall not discriminate in any manner against any person by reason of race, color, cultural diversities of any kind, gender, sexual orientation, disability, age, national origin, or religious and/or political affiliation.
- Section 2. The SRG shall uphold the “Affirmative Action Plan,” in accordance with the policies contained within the VRPS Manual of Procedures, Section VIII.

**ARTICLE XV**  
**INDEMNIFICATION**

- Section 1. Any person who at any time shall serve, or shall have served, as Director or Officer of the Senior Resource Group, or of any other enterprise at the request of the Senior Resource Group, including any individual or resource group (and the office and employees of that resource group) authorized to serve as Executive Director, and the heirs, executors, and the personal representatives of such person shall be indemnified by the Senior Resource Group against all costs and expenses (including, but not limited to counsel fees, amount of judgments paid, and amount 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 person being or having been such Director or Officer, if he acted in good faith, and in a manner he reasonably believed to be in or not opposed to the best interests of the Senior Resource Group; 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 Director 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 by a majority vote of a quorum, consisting of Directors who were not parties to such action, suit, or proceeding, there is not reasonable grounds for such a person being adjudged liable for misconduct or bad faith in the performance of his duties as such Director, Officer, or (c) any amount paid or payable to the Senior or bad faith in the performance of his duties as such Director, Officer, or (c) any amount paid or payable to the Senior Resource Group or to such other enterprise by such Director or Officer. The foregoing indemnification shall no be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, or vote of members.

Revision/Amendment Dates:

Revised November 2002  
Amended November 2010  
Revised March 2012  
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