

**VRPS Southwestern Service Area Bylaws**  
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**BYLAWS OF THE SOUTHWESTERN SERVICE AREA OF  
VIRGINIA RECREATION AND PARK SOCIETY, INC.**

**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 and the National Recreation and Park Association.

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

**ARTICLE IV**  
**MEMBERSHIP**

Section 1. 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 Society.

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 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.

**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 five 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 President, Vice President, and Treasurer/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 record minutes of all meetings.

Section 5. The Board of Directors shall have the power to fill vacancies of the officers and Board.

Section 6. The Board of Directors shall approve an annual budget, which shall serve as a guide for all expenditures.

Section 7. The Board of Directors shall ratify the appointments of all Standing Committee Chairpersons, and Special Committee Chairpersons.

Section 8. The Board of Directors shall approve the plan of work for all committees, and may invite Committee Chairpersons to attend Directors' meetings regularly or on specific occasions to keep the Board of Directors up-to-date on committee actions and plans.

**ARTICLE VI**  
**OFFICERS**

Section 1. The Officers shall be: President, Vice President and Treasurer/Secretary. The Board of Directors shall elect the officers and hold office for one (1) year or until their qualified successors are elected.

- 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 President of the Service Area shall act as presiding officer for the Board of Directors' meetings and Service Area business meetings; shall call meetings of the Board of Directors as specified in Article X, Section 2, or as requested in writing by two members of the Board of Directors; shall give an annual report at the close of the business year; shall appoint the chairpersons of the standing and other committees, subject to the approval of the Board of Directors; shall serve as an ex-officio member of all committees except the Nominating Committee.
- Section 4. The Vice President of the Society shall be acquainted with the activities of the Service Area and the duties of the President; shall act as presiding officer in the absence of the President.
- Section 5. The Treasurer/Secretary of the Society shall keep original copies of all records of all activities of the Service Area and the Board of Directors and insure that these are placed in safekeeping in the Service Area's administrative office. The Treasurer/Secretary of the Service Area shall assure that the financial obligations of the Service Area are managed in accordance with the adopted procedures for financial controls for the Service Area.

**ARTICLE VII**  
**STANDING COMMITTEES AND THEIR PURPOSE**

- Section 1. The Board of Directors shall approve committees annually.
- Section 2. The chairpersons of all standing committees shall be appointed by the President and approved by the Board of Directors.
- Section 3. It shall be the duty of each standing committee to make plans for committee functions for the year, submit plans and a budget in writing to the Board of Directors, and carry out the plans as approved.
- Section 4. Special committees may be appointed by the President and approved by the Board of Directors as necessary.

**ARTICLE VIII**  
**VOTING**

- Section 1. Service Area Members shall be eligible for voting provided that they are members of VRPS.
- Section 2. Each voting member shall have one (1) vote. In case of voting by mail, voting shall be completed thirty (30) days after ballots are mailed.
- Section 3. Voting members to the Board of Directors will include the five members.

**ARTICLE IX**  
**ELECTION PROCEDURE AND TERM OF OFFICE**

- Section 1. The Nominating Committee shall have three (3) members. One member shall be a member of 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 five (5) 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 secret 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 or candidate that receives the plurality vote will be declared the winner of the elected office.
- Section 6. The Board of Directors shall officially assume office at the start of the Service Area's business year and shall hold office for a three-year term or until their qualified successors are elected.
- Section 7. The election process shall be completed on one ballot. In case of a tie vote, the Board will decide the winner.

**ARTICLE X**

## MEETINGS

- Section 1. The place, length, and date, of the Service Area's workshops shall be approved by the Board of Directors.
- Section 2. 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 3. A quorum of the Board of Directors shall consist of a simple majority of the voting membership of the Board of Directors.
- Section 4. The annual business meeting will be held in conjunction with the annual conference.

## **ARTICLE XI** AMENDMENTS

- Section 1. The ByLaws may be amended with the consent of a two-thirds (2/3) vote of the Board of Directors at a duly constituted meeting.
- 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 Committee ByLaw Amendments must be approved by the Documents Chair prior to vote of the Committee Members. In the absence of a Documents Chair, amendments 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.
- Section 3. All amendments to the ByLaws of the Service Area heretofore adopted which are in conflict with these ByLaws are hereby expressly rescinded.
- Section 4. The procedure for membership to initiate an amendment is to present to the Board of Directors the signatures of at least ten (10) voting members of the Service Area who support the amendment.

## **ARTICLE XII** PARLIAMENTARY REFERENCE

- Section 1. Robert's Rules of Order Newly Revised shall be the parliamentary authority for this Society.

**ARTICLE XIII**  
**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.
- Section 2. The Affirmative Action Plan of VRPS shall apply to the governance of the Southwest Service Area.

**ARTICLE XIV**  
**INDEMNIFICATION**

- Section 1. Any person who at any time shall serve, or shall have served, as Director 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 Service Area 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 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 Service Area; 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 of Directors 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 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 Service Area or to such other enterprise by such officer or Director. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any , agreement or vote of members.

**Revised: January 2002**  
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