

SSPRPA By-laws
Final Draft 3.17.11

Article I - Name of the Organization

The name of the Organization shall be South Suburban Park and Recreation Professional Association (SSPRPA).

Article II - Mission Statement

Working together to serve members who provide communities with quality park and recreation services.

Article III - Statement of Purpose

SSPRPA is an association comprised of park, recreation, conservation, and special recreation professionals, students and citizens, working together to serve the communities of the South Suburban Chicagoland area by providing better parks, facilities, recreation programs, and services.

Goals

1. To provide professional growth and development opportunities
2. To effectively deliver information pertinent to the field of parks and recreation
3. To conduct efficient meetings that respect time and add value to members
4. To encourage a welcoming environment for all members and guests
5. To provide a committee structure within the membership that encourages service to the Association, and growth to the membership and the park and recreation field
6. To advocate for and educate members on legislative issues

Article IV – Membership

All memberships shall be a one year term, beginning September 1 and ending August 31. A member in good standing is defined as a member whose dues are paid.

Voting Members

Any individual who is employed in a public, semi-private, private, charitable organization or any other agency, organization and/or educational institution whose primary goal is to advance park and recreation services and programs shall be eligible to be a voting member of the SSPRPA, provided, however, that persons employed by for-profit businesses or entities shall not be eligible to belong to SSPRPA as voting members.

Non-Voting Members

- A. Associate Member: Businesses may have employees join SSPRPA as non-voting members. These individuals may not hold office or chair a committee.
- B. Student Member: Students may join SSPRPA as non-voting members. Student members may not hold office or chair a committee.
- C. Citizen Member: Citizens may join SSPRPA as non-voting members. Citizen members may not hold office or chair a committee.

Article V - Membership Dues

- A. All dues are payable as of September 1. Should the Executive Board desire modification of the dues structure, they shall recommend any changes at the March general meeting of each year, with the recommendation to be voted upon at the April general meeting of each year. A majority vote of those attending the April meeting will constitute as approval or rejection of the recommendation.
- B. Individuals may join the SSPRPA at any time; however, there shall be no prorated or partial-year dues.

Article VI - Officers/Executive Board

- A. The officers of SSPRPA shall be President, President-Elect, Secretary, Treasurer, and Past President. These same officers will also constitute the Executive Board.
- B. All officers must be general members in good standing. These officers shall perform the duties prescribed by these bylaws and additional duties listed in the operations manual of SSPRPA.
- C. The term of office for all officers, except the Treasurer, shall be one (1) year, commencing at the end of the May regular monthly meeting of each year or until the next officers are elected and installed.
- D. The term of office for the Treasurer, shall be two (2) years, commencing at the end of the May regular monthly meeting of every other year or until the next Treasurer is installed.
- E. Three members of the Executive Board present in person shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Article VII - Duties of Officers/Executive Board

- A. Past President: The Past President shall mentor the President and ensure continuity from past to present Executive Boards. Additionally, the Past President reviews the bylaws annually, makes any necessary recommendations to the Executive Board and reviews monthly financial reports with the Treasurer prior to presentation to membership for approval.
- B. President: The principal duty of the president shall be to preside at all monthly meetings of the membership, Executive Board, and Executive Committee. The President also supervises, directs, and promotes the mission statement, goals and objectives of SSPRPA.
- C. President-Elect: The principal duties of the President-Elect shall be to discharge the duties of President in the event of his or her absence. Accepts and discharges such special assignments as may be made by the President, Executive Board or Executive Committee. Assumes the presidency at the expiration of the term of the incumbent.
- D. Secretary: The principal duties of the Secretary shall be to keep a true and accurate record of the proceedings of all regular monthly meetings of the membership, Executive Board, and Executive Committee. The Secretary shall also systematically and safely keep such records and documents pertaining to the business of the SSPRPA as may be assigned by the Executive Board. Any SSPRPA records maintained by the Secretary will be open and available to the membership at reasonable and proper times.
- E. Treasurer: The principal duties of the Treasurer are to manage all funds received, held or expended by the SSPRPA and to keep detailed financial records of approved budgets, annual budget proposals, and year-end financial reports, which shall be submitted to for review and approval by the Executive Board. The Treasurer shall also pay all bills after the approval thereof by the Executive Board, and fill out required federal and state forms in a timely manner.
- F. Executive Board: It shall be the duty of the Executive Board to initiate the transaction of such business as it deems necessary and desirable for the SSPRPA, to propose measures for furthering the mission and goals of the SSPRPA, to establish and place items on the agenda for SSPRPA meetings and to propose amendments to these bylaws and the operations manual of the SSPRPA as necessary from time to time, all as contemplated by these bylaws. Furthermore, the Executive Board shall also be

authorized to approve, by a majority vote of a quorum of the Executive Board present at any meeting of the Executive Board or of the membership, individual SSPRPA expenditures, provided that the same have been included within the approved annual SSPRPA budget (or within any committee budget included by reference within the approved annual SSPRPA budget. The Executive Board shall have no power to suspend, repeal, overturn or amend any action approved by a majority vote of the voting membership of the SSPRPA. Executive Board members (or any other SSPRPA members) having any custody or control over SSPRPA funds shall give bond in such amount and form as directed by the Executive Board, with the cost of the bond to be borne by the SSPRPA. A majority of the members of the Executive Board then holding office present in person at any meeting of the Executive Board or of the membership shall be deemed to constitute a quorum for the transaction of business by the Executive Board, and a majority of such a quorum shall be sufficient to approve any measure or to take any action on behalf of the Executive Board except as otherwise required by these Bylaws or applicable law.

Article VIII – Vacancy

Any Officer of the Executive Board, Executive Committee member or other committee member may resign at any time by giving written notice to the President. In the event of an office vacancy a special election will be held at the next regularly scheduled monthly meeting occurring not less than seven (7) days after the delivery of written notification of the vacancy to the general membership. At that meeting, the presiding officer will solicit nominations from the floor and upon a motion to close nominations, shall conduct an election by written ballot. Installation of the new officer will occur at the end of that meeting. The officer will serve until the next officer is installed.

Notwithstanding the foregoing, if the office of Past President becomes vacant, the president shall appoint a previous past president to fulfill the duties.

ARTICLE IX – Removal

A. Any Officer of the Executive Board may be removed by two-thirds majority vote of the voting membership of the SSPRPA in attendance at any regular monthly meeting provided that a quorum is present in person, and provided further that written notice of the proposed removal shall be delivered to all voting members not less than seven (7) days prior to the regularly scheduled meeting at which the proposed removal is to be voted upon. Vacancies resulting from such removals shall be filled in the manner set forth in Article VIII of these Bylaws.

- B. Any Committee Chairperson may be removed from such position by the Executive Board upon any failure to fulfill responsibilities inherent to the position as outlined in the operations manual. Notwithstanding any contrary provision of these Bylaws, the Executive Board shall appoint replacement Committee Chairpersons to vacancies resulting from such removals.
- C. The membership of any voting or non-voting member may be terminated by the Executive Board for engaging in any illegal, immoral or other conduct that is determined to be inconsistent with the mission or purpose of the SSPRPA, detrimental to the standing, image or reputation of the SSPRPA or that is otherwise deemed to be inappropriate on the part of an SSPRPA member.

Article X – Committees

The Executive Committee will consist of the President, President-Elect, Secretary, Treasurer, Past President, and chairperson of each standing committee.

- A. Standing Committees: The President shall appoint a chairperson to the following standing committees of SSPRPA before July 1 of each year. Each chairperson must be a general member in good standing.

Membership	Community Leader Dinner
Legislative	Maintenance/Park Management
Publicity	Aquatic
Social	Teen
Program/Workshop	Student Relations
Day Camp	Early Childhood
Awards	Sponsorship
Athletic	

The chairperson of each standing committee shall appoint at least one other general, associate, student and/or citizen member in good standing within SSPRPA.

These committees shall perform the duties prescribed by these bylaws and additional duties listed in the operations manual of SSPRPA.

- B. Special Committees: The President shall have the authority to appoint special committees as necessary. Any member in good standing within SSPRPA is eligible to serve on a special committee. Term of committee is on an as needed basis.
- C. Establishing a New Committee: Any current member of SSPRPA may gather a group of members together as a special interest group. Committees of non-voting

members may be created with the oversight of a standing committee. After a minimum of six (6) meetings within a twelve month period, the said group can request status as a standing committee by submitting a formal letter of intent to the Executive Board. The letter of intent must detail the goals and objectives for the desired committee. After review by the Executive Board, a recommendation will be made to the general membership for approval at a monthly general meeting.

- D. Disbanding a Standing Committee: When the Executive Board determines that a standing committee is no longer viable they will make a recommendation for disbandment. The President will make a recommendation at a regular monthly meeting for the general membership to vote at the next regular monthly meeting.

Article XI – Membership Meetings and Voting

- A. Meetings: SSPRPA will hold monthly meetings each month from September through May. The Executive Board has the authority to change a meeting date due to holidays or state/national events that may affect attendance at meetings. Executive Board and Executive Committee meetings will take place at the discretion of the current president.
- B. Order of Business: The order of business at a regular monthly meeting of SSPRPA shall be as follows:
- 1) Call to Order
 - 2) Introduction of Guests
 - 3) Officer Reports
 - 4) Approval of Minutes
 - 5) Approval of Treasurer's Report
 - 6) Committee Reports
 - 7) Old Business
 - 8) New Business
 - 9) Correspondence
 - 10) Announcements
 - 11) Adjournment
- C. Voting: Except as to such matters as may be specifically vested within the authority of the Executive Board by these Bylaws, the Articles of Incorporation or applicable law, the voting members of the SSPRPA shall be required to approve all actions of the SSPRPA proposed to be taken at meetings of the SSPRPA. Unless a written ballot is required by these bylaws or applicable law or the determination of the Executive Board, the ayes and nays shall be taken by voice vote to approve all resolutions of the SSPRPA and all upon all motions to create any liability, or that require the expenditure or appropriation of money not otherwise provided for in the approved annual budget, and shall be entered upon the minutes of the proceeding. A majority of a quorum of SSPRPA members

present in person at the regular monthly meeting shall be required to approve any action of the SSPRPA. Each general member in good standing will be allowed one (1) vote. That number of voting members in good standing of the SSPRPA present in person at any given meeting of the SSPRPA shall constitute a quorum for the conduct of business by the membership of the SSPRPA, except as otherwise required by these Bylaws or applicable law. Voting by written proxy shall be prohibited.

- D. Rules of Order: Robert Rules of Order shall govern in all questions of procedure not otherwise provided for herein or by applicable law.

Article XII - Nominations, Elections and Voting

- A. The nomination committee shall be the Executive Board. The Board shall prepare a slate for each office to submit to the general membership at the regular monthly meeting in March of each year. Before the slate is announced, the committee must secure the consent from each nominee for each office. At the regular monthly meeting in March of each year, the nominating committee will solicit additional nominations from the general membership. The election timetable shall be at the discretion of the Board with counting of votes casted to be completed no later than April 30 of each year.
- B. Ballots for each office will be delivered to each general member of SSPRPA in good standing with space for write in votes. The nominee with the highest number of votes for each office category will be declared the winner. In case of ties, the nominating committee will choose the winner by a random draw.
- C. Installation will occur at the regular monthly meeting in May of each year.

Article XIII - Financial Matters

- A. The fiscal year of SSPRPA shall be September 1 to August 31 inclusive.
- B. No later than July 1 of each year, the Treasurer shall submit an annual proposed operating budget for the upcoming fiscal year to the Executive Board to review. This overall SSPRPA budget shall also include the budgets for the separate committees within the SSPRPA. Each committee shall be responsible for submitting its proposed budget request to the Treasurer on or before June 1 of each year. No later than the regular monthly meeting in September of each year, the Executive Board will submit the proposed annual operating budget to the general membership for review and approval.

Article XIV - Amendments to the Bylaws

The Bylaws may be amended by a simple majority of a quorum of the general membership in good standing present at a regular monthly meeting following a notification of proposed amendments at the previous regular monthly meeting.

Article XV - Limitation of Liability

Nothing herein shall constitute members of SSPRPA as partners for any purpose. No member or officer of this organization shall be liable for the acts or failure to act on the part of any other member or officer of SSPRPA, nor shall any of the members or officers be liable for their acts or failure to act under these Bylaws, excepting acts, or omissions to act, arising out of willful or wanton misfeasance.

Article XVI - Officer Indemnification

Except as may be insured through a liability policy maintained by the SSPRPA or the member or members involved in the matter, to the full extent permitted by the Illinois Not-For-Profit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the SSPRPA), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the SSPRPA or of its Executive Board or Executive Committee, shall be indemnified by the SSPRPA for such person's related expenses, including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, where such person reasonably believed that his or her conduct was in the best interests of the SSPRPA, and, in the case of criminal matters, where such person had no reasonable cause to believe his or her conduct was unlawful. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of these bylaws. Notwithstanding the foregoing, any indemnification above (unless ordered by a court) shall be made by the SSPRPA only as authorized in the specific case, upon a determination that indemnification of the present or former member is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made with respect to a person who is a member at the time of the determination by the members otherwise entitled to vote, if any, who are not parties to the suit, action or other proceeding in question. This Article shall not apply if the act or omission of the person involved willful or wanton conduct.

Article XVII - Dissolution

In the event of dissolution, all assets shall be distributed in accordance with the plan of distribution as required by the Illinois General Not-For-Profit Act (805 ILCS 105/112.16),

as may be amended from time to time. After following the plan of distribution as required by the above statute, any remaining assets shall be paid or transferred to qualifying nonprofit organizations in accordance with Section 501(c)(3) of the Internal Revenue Code. No assets shall inure to the benefit of individual members.

ARTICLE XVIII – Miscellaneous

A. These bylaws shall apply in all cases except where they shall conflict with any provision of the Articles of Incorporation of the SSPRPA or any provision of Illinois or Federal law, in which case the provision of the Articles or of applicable Illinois or Federal law shall prevail.

B. Typographical and other errors found in these bylaws may be changed by the Executive Board providing that such changes do not change the intention or meaning of the article or section.

C. The headings are inserted in these bylaws for convenience only and in no way define, limit or describe the scope or intent of these bylaws, or any provision hereof, nor in any way affect the interpretation of these bylaws.

D. If any provision of these bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these bylaws shall remain operative and binding.