

OPRA Bylaws

Approved by Vote of the Membership
Amended: August 6, 2012

ARTICLE I – Organization

Section 1. The name of this organization shall be Ohio Parks and Recreation Association (**OPRA**).

Section 2. These Bylaws shall govern the Association.

Section 3. The governing body of the Association shall be known as the Board of Directors (Board). It possesses license to create policy necessary to guide the Association and its membership.

Section 4. The Association shall be an affiliate of the National Recreation and Park Association.

Section 5. The location of the principal administrative office of the Association shall be determined by the Board, and stated in the OPRA Standing Rules of Order.

ARTICLE II – Nature and Purpose

Section 1. OPRA, Inc. is a non-profit corporation dedicated to the promotion of the wise use of leisure and the sound stewardship of Ohio's recreation, parks, and natural resources.

Section 2. Vision Statement: OPRA is dedicated to position parks and recreation, its professionals and citizen advocates for success through effective networking, professional development, communications and advocacy.

Section 3. The mission of OPRA is to provide the leadership to advance the positive impact and value for the profession in Ohio, through a committed Board and staff, that will promote the values of being a park and recreation professional, implement effective governance of the Association, create a fiscally stable organization, while supporting effective legislation and communications for our members that will enhance the quality of life in the communities we represent. Its Institutional Values are:

- a. Advocate awareness and education about the positive impact and value of the profession to build healthy and active individuals, families, and communities.
- b. Communicate effectively with members and partners about the Association, its mission and strategies, professional trends and information in a timely and useful manner.
- c. Create integrity through effective collaboration with our members that develops and fosters honesty, trust, commitment and respect in all we do to develop strong relationships with our members, partners and citizen advocates to promote the impact and positive value of the profession.
- d. Foster professional development through effective research, educational programs, and resources.
- e. Establish governance that identifies organizational priorities to achieve desired outcomes for our members while ensuring them that their resources in OPRA will be used in a responsible fiscal manner.
- f. Create a proactive and visible Board that is dedicated to serving the members that can manage forward, is accountable, sustainable, and committed to the time it takes to be an effective Board member.

Section 4. Members play a crucial role in OPRA. They provide the foundation for the Association, representing professionals from all facets of the parks and recreation arena; including suburban departments, cities, counties, townships, state parks, the private sector, metropolitan centers, rural agencies, and urban departments. Members also provide critical leadership skills, serve on the OPRA Board, OPRA Foundation Board of Directors, and various governing committees.

Section 5. 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, Bylaws or by law.

ARTICLE III – Membership

Section 1. Membership in the Association shall be open to those persons or groups that embrace its mission and purpose regardless of age, sex, race, religion, national origin, or disability.

Section 2. The Board shall set the qualifications, benefits, and dues of membership.

Section 3. The annual membership dues will be payable on or before deadlines as set by the Board of the current year for all members. The Executive Director shall see to it that a membership renewal reminder/invoice is sent to each member for dues. Those not paying dues within thirty (30) days shall not be in good standing, but will be reinstated to good standing upon payment of same.

Section 4. Termination of membership will be as provided in these Bylaws.

Section 5. Involvement in any Committee work conducted on behalf of the Association shall be permitted only by members in good standing, unless otherwise approved by the Board.

ARTICLE IV – Board of Directors

The Board shall consist of nine elected directors, each possessing one vote. The Board shall consist of the President, Vice President, Treasurer, and six general members. Only those individuals holding a membership in good standing may serve on the Board.

- a. Five Board members must hold national certification.
- b. The Immediate Past President will serve as an ex-officio member of the Board if his/her term has expired and shall not be considered a voting member.
- c. The Executive Director serves as an ex-officio member of the Board and shall not be considered a voting member.
- d. One corporate/commercial member may be appointed by the President and serve as an ex-officio member of the Board and shall not be considered a voting member.

ARTICLE V – Functions of the Board

Section 1. The Board, in accordance with the Articles of Incorporation and Bylaws 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.
- c. Approve the location, dates and times of the Annual Conference and Board meetings.
- 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 shall set its meeting schedule annually. All scheduled Board meetings shall be posted and made available to the membership at least fourteen (14) days prior to the scheduled meetings. It must meet no fewer than six times each year. No fewer than five Board members must be present for a quorum to be constituted.

Section 3. In addition to scheduled meetings, the President of the Association may request a vote by the Board at any time via telephone conference, writing, electronic mail or in person. No fewer than five (5) Board members must vote on each request and a majority of votes received for each request shall determine the outcome.

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

Section 5. An appeal of the decisions of the Board may be made at any regularly scheduled Board meeting, and shall be made part of the agenda prior to the start of the meeting.

Section 6. It shall be the duty of the Board to approve, disapprove and make recommendations to the general membership of the Association regarding amendments to the Articles of Incorporation, Bylaws and all committee reports in which action by the Association is required.

Section 7. Members of the Board are expected to attend all meetings. Absences in excess of three (3) meetings in one calendar year, or three (3) unexcused absences, shall be deemed sufficient to terminate membership on the Board. A Board member may, for good and just reason, request, in writing, a leave of absence not to exceed six months in duration during which time he or she shall have no vote. Said leave shall be granted upon majority vote of the Board members. Should a Board member fail to meet the attendance requirements, a majority vote of the Board shall be sufficient to drop said member from the Board due to failure to meet attendance requirements. This action shall take place only after written notification is given to the affected member in advance of said meeting. Vacated terms shall be filled by appointment of the President with the approval of the Board unless otherwise noted within these Bylaws as stated in ARTICLE VI, section 5.

ARTICLE VI – Board Elections.

Members in good standing enfranchised by the Board shall elect Board members from a slate of candidates developed annually by the Organizational Development Committee. The number of candidates included on the slate shall be no fewer than the number of open positions, plus one.

Section 1. The election of open positions to the Board shall be conducted in their entirety as defined in Section 4 below within each calendar year. The Board shall establish an election schedule for the next calendar year at the first Board meeting following the current year election. If no election schedule is adopted for the next calendar year at the first Board meeting following the current year election, the election schedule of the previous year shall be followed.

Section 2. Board members will serve staggered terms consisting of three (3) election cycles, until their successors are elected and installed. The actual length of each term will be determined by the election schedule adopted by the board for each respective election cycle.

Section 3. No Board member shall serve more than two consecutive terms.

Section 4. Each Board election shall include all of the following elements annually:

- a. The Organizational Development Committee Chair shall openly request nominations and applications from the general membership for the open Board member positions as per the adopted election schedule each year. Nominations and applications shall be returned to the OPRA principal office no later than the day and time as stated in the election schedule to be considered valid. There shall be no fewer than thirty (30) consecutive days established for accepting nominations and applications.
- b. The Organizational Development Committee shall prepare a slate of eligible nominees from the nominations and applications received. This slate shall be submitted to the Board for approval prior to commencement of voting by the membership of the Association.
- c. The Organizational Development Committee shall provide ballots accessible to all voting members of the Association as per the election schedule. Each ballot shall state the names of the approved candidates and provide space for the names of additional candidates, which may be written in.
- d. Ballots must be returned to OPRA principal office no later than the day and time as stated in the election schedule to be considered valid. There shall be no fewer than thirty (30) consecutive days established for receiving the ballots from voting members.
- e. The candidate(s) receiving the largest number of votes cast shall win the election. In case of a tie, a coin toss will determine the winner.
- f. The report of the election results shall be submitted to the Board at the first scheduled Board meeting following the voting process. At this meeting, the Board shall acknowledge the validity of the election process.
- g. Newly elected Board members shall be sworn in following the Board's acknowledgement of the validity of the election process.

Section 5. Vacated unexpired Board terms shall be filled by appointment of the President with the approval of the Board.

Section 6. In order to accommodate the timing of provisions stated within ARTICLE VI, the first amended election process shall be conducted in the calendar year of 2013. Terms of members on the Board in 2012 shall be extended to accommodate the amended election cycle.

ARTICLE VII – Board Officers

Section 1. Officers. The Board shall elect a President, Vice President and Treasurer at the first meeting following the installation of new Board members. Officers may serve no more than two, one-year terms, or as defined by the Board election schedule (see ARTICLE VI.)

Section 2. President. The President shall preside over all formal meetings of the Association and of the Board, and shall appoint members of the Board to chair the Standing Committees of the Association, except the chair of the Finance Committee (Treasurer), whom shall be elected by the Board. The President shall appoint two (2) additional general Board members to serve on the Executive Committee as stated in ARTICLE VIII, Section 2.

Section 3. Vice President. The Vice-President shall act in the President's stead in case of an absence or disability, and shall succeed the President in case of a vacated term, fulfilling the unexpired term.

Section 4. Treasurer. The Treasurer shall serve as the Chief Financial Officer of the Association and chair of the Finance Committee.

Section 5. Vacated terms. Vacated officer terms, unless otherwise noted, shall be filled by appointment of the President with the approval of the Board. If the Vice President cannot succeed to the office of

President, the Board shall elect from among themselves an individual to serve in the office of President for the unfulfilled term. If the Vice President takes the office of President, the Board shall elect from among themselves an individual to serve in the office of Vice President.

ARTICLE VIII – Standing Committees of the Board

Section 1. The Board shall have nine standing committees:

- Executive
- Advocacy
- Education
- Communication
- Finance
- Organizational Development
- Conference
- Partnership Development
- Membership

Section 2. Executive Committee. The Executive Committee, chaired by the President of the Board, shall serve in the supervisory role of the Executive Director. The Executive Committee is responsible for the continual proactive supervision and yearly evaluation of the Executive Director. The Executive Committee shall also be empowered to take action on financial emergencies of the Association. The Executive Committee shall consist of the President, Vice President, Treasurer and two (2) additional Board members appointed to the Committee by the President.

Section 3. Advocacy Committee. The Advocacy Committee possesses responsibility for promoting and developing the profession's agenda through governmental affairs programs and public affairs activities.

Section 4. Communication Committee. The Communication Committee is responsible for communicating information to the general membership and overseeing the OPRA Awards of Excellence Program.

Section 5. Education Committee. The Education Committee oversees programs offered by the Association (other than those offered at the Annual Conference) for the purpose of developing the skills and practices of its members and promoting the industry's best practices. The Committee shall seek to maximize participation in and profitability of these activities. The Education Committee shall also have responsibility for overseeing the Association's professional Sections defined in ARTICLE X.

Section 6. Finance Committee. The Finance Committee, chaired by the Treasurer, shall have responsibility for developing, proposing and monitoring OPRA's fiscal budget and recommending investment strategies and tactics to the Board. The Executive Director serves as an ex-officio member.

Section 7. Organizational Development Committee. The Organizational Development Committee is responsible for implementing the Association's Organizational Succession Plan, including the recruitment of its members to become actively involved with the Association, OPRA Leadership Development programs and development of the slate of candidates for election to OPRA Board.

Section 8. Conference Committee. The Conference Committee is responsible for the oversight of the planning, preparation and implementation of the Association's Annual Conference.

Section 9. Partnership Development Committee. The Partnership Development Committee is responsible for generating resources needed to implement the Association's programs and the OPRA Foundation through sponsorship petitions and partnership development.

Section 10. Membership Committee. The Membership Committee is responsible for marketing and growing the membership program. The committee provides oversight of membership activities in the four Regions and oversees the Region Chairs, defined in ARTICLE IX.

Section 11. Past President. If the term of the immediate Past President has expired, they shall be responsible for providing support to the Board as an ex-officio/voluntary position for one year, and providing an active role of promoting OPRA Foundation for three (3) years.

Section 12. Committee Chairs. Standing committee chairs shall appoint members in good standing to serve on their committee and organize their program of work.

Section 13. The President may appoint ad hoc committees and committee chairs as deemed necessary to complete the work of the Association.

ARTICLE IX – Regions

Section 1. The Board shall divide the state into four (4) geographical Regions by counties. The Regions shall have the responsibility for fostering local informational, networking and collaborative exchanges, and assisting the Partnership Development Committee in fund development activities.

Section 2. The chair of the Membership Committee shall oversee the four Region Chairs. Region Chairs shall be determined by the Membership Committee Chair.

ARTICLE X – Sections

Section 1. Members of the Association may choose to be affiliated with Sections recognized officially by the Board.

Section 2. Any group of twenty-five (25) Association members engaged in or sharing a common interest may petition the Board to become a Special Interest Section. The primary responsibility for each Section shall be to develop educational programming to serve their members and other interested parties.

Section 3. Members of the Section must be members in good standing of the Association.

Section 4. There shall be a chairperson of each official Section, which shall be appointed by the Education Committee Chair except for the Park Districts Section and Law Enforcement Section. The chairperson for the Park District and Law Enforcement Sections shall be elected by their respective Section members.

Section 5. All activities which generate revenue or expenses to operate the Section must be approved by the Board.

Section 6. A complete list of recognized Sections shall be listed in OPRA Standing Rules of Order. If any Section becomes inactive over two (2) consecutive years, the Board may remove that Section from the recognized list.

ARTICLE XI – Duties of the Executive Director

The Executive Director shall be appointed by the Board and shall perform such duties as may be assigned by the Board as a whole, and not from individual members of the Board or members of the Association.

ARTICLE XII – Duties of Ex-officio Board Members

Ex-officio Board members shall not be considered voting members of the Board. Ex-officio Board members are a part of the Board to contribute their expertise and knowledge.

ARTICLE XIII – Association Meetings

Section 1. The Board shall meet in accordance with ARTICLE V, Section 2. Minutes of each meeting of the Board shall be recorded by a designee appointed by the President. Minutes of each meeting shall be approved by the Board and subsequently signed as an official record by the President.

Section 2. There shall be an Annual Conference of the Association. The place and date shall be fixed by the Board at least two (2) years in advance. At each Annual Conference, there shall be an open Board meeting to conduct the business of the Association. The Annual Conference and all meetings shall be open to all members of OPRA.

Section 3. Special meetings of the Association may be called by the President upon order of the Board or by petition of twenty (20) members in good standing. The petition shall be forwarded to the Executive Director thirty (30) days in advance of the meeting date.

Section 4. A thirty (30) day notice must be mailed to all members by the Executive Director for any special meeting.

Section 5. Fifty (50) members of the Association shall constitute a quorum for any special meeting of the Association.

Section 6. The rules contained in Robert's Rules of Order (Revised) shall govern the proceedings of this Association, except in such cases as are covered by the Bylaws and Standing Rules of Order adopted by this Association.

ARTICLE XIV – Bylaws

Section 1. Amendments. These Bylaws may be amended by a two-thirds vote of the members voting, provided those voting shall equal one-fourth of the membership and provided the suggested amendments shall have been presented in electronic or written form to the membership at least thirty (30) days prior to such request for a vote.

Section 2. The Standing Rules of Order of the Association may be modified, added to, or deleted by a majority vote of the Board or Executive Committee.

ARTICLE XVI – Indemnification of Officers, Members of the Board and Employees

Every officer, member of the Board, 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, officer or employee of the Association, or any settlement thereof, whether or not such indemnified individual is an officer, member of the Board, 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 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.

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