

BY-LAWS
OF THE
CONNECTICUT PARKS ASSOCIATION, INC.
Last Revised 3/17/14

Article One – Organization

- 1.) The name of the organization shall be: Connecticut Parks Association, Inc.
- 2.) The organization may at its pleasure by a vote of the membership body change its name.

Article Two – Purposes

The following are the purposes for which this organization has been organized:

- A.) The promotion of park accession, development, maintenance and preservation in the State and its communities. The development of close fellowship among park executives in this area, but not in conflict with any other state or regional organization devoted to related interests.
- B.) The support of the State and Federal Legislative acts favorable to parks and park development, as well as defending land areas dedicated to park uses. This support would apply to areas, whether fully or potentially developed, from any and all forms of encroachment for other public, semi-public or private use, whether of state or local origin whose interests and activities are not basically of park origin or nature.
- C.) To engage in any lawful act or activity for which corporations may be formed under the Non-Stock Corporation Act of the Connecticut General Statutes, as amended.

Article Three – Membership

There shall be three classes of membership in this Corporation: Professional Membership, Retired Membership or Commercial Membership. All membership shall be limited to professional, executive and superintendent level managers of park systems or related fields, or other persons who demonstrate a high interest in and who contribute to the purpose of this organization.

Article Four – Meetings

The annual meeting of this organization shall be held at the December meeting each year which shall be set by the Board of Directors by August of each year. In the case of a holiday or inclement weather, the Board of Directors shall re-schedule the date within two weeks of the originally scheduled date. The Secretary shall post on the organization's Web site and E-mail to members in good standing that has supplied an E-mail address to the organization a notice stating the time and place of such annual meeting.

The dates of the workshops shall be established, by the Board, on an annual basis. Once such dates are established, the Secretary shall cause to be posted on the organization's Web site the dates of such workshops.

The presence of not less than ten (10) members shall constitute a quorum and shall be necessary to conduct the business of this organization at any meeting of the organization. A lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date designated by these by-laws for the annual meeting. The Secretary shall E-mail a notice of this re-scheduled meeting to all those members not present at the original meeting.

The President may call a special meeting of this organization when he/she deems it in the best interest of the organization.

The President at the request of three (3) members of the Board of Directors or three (3) members of the organization may also call a special meeting of the organization. Such request shall be made at least ten (10) days before the requested scheduled date.

Notices of special meetings shall be E-mailed to all members at least five (5) days, but not more than seven (7) days before the scheduled date of such meeting. The notice shall state the reasons that such a meeting has been called, and the business to be transacted.

The act of a majority of members present at any meeting of the members duly held shall be the act of the members.

When the Secretary is required to E-mail members, he or she shall E-mail members in good standing that has supplied an E-mail address to the organization.

Article Five – Voting

At all meetings, all votes shall be cast by a show of hands or voice vote, unless the Board of Directors designates otherwise.

Article Six – Order of Business

The following shall be the order of business at the Board meetings:

- 1.) Call to Order
- 2.) Attendance
- 3.) Minutes
- 4.) Financial Report
- 5.) Correspondence
- 6.) Committee Reports
- 7.) Old Business
- 8.) New Business
- 9.) Next Meeting
- 10.) Adjournment

Article Seven – Board of Directors

The business of this organization shall be managed by a Board of Directors consisting of three (3) Members At Large, together with the officers of this organization as described in Article Eight, for a total of (7) Directors, along with the Past President who shall be a non-voting ex-officio member of the Board. All elected officers of this organization shall automatically be elected to the position of Director of this organization. The Directors shall serve for a term of two (2) years which terms shall commence in January 1 after the election and terminate December 31. A member of the organization must be in good standing to be eligible to be elected to the Board of Directors. The Board of Directors shall be elected at the annual meeting every two (2) years.

The Board of Directors shall have control and management of the affairs and business of this organization. The Board shall act only in the name of the organization when it shall be convened by its Chairman after due notice to all the Directors of such meeting.

Four (4) of the members of the Board shall constitute a quorum. The act of a majority of the Directors present at any meeting at which a quorum is present at the time of the act shall be an act of the Board of Directors, unless a vote of greater or lesser number is required. Each Director shall have one (1) vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may determine necessary. Any Director may resign at any time by giving notice to the Chairman/Chairperson of the Board. Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining Board members for the balance of the term of the member that resigned.

The President of the organization by virtue of his/her office shall be Chairman/Chairperson of the Board of Directors. The Secretary of the organization by virtue of his/her office shall be Secretary of the Board of Directors. A Director may be removed by a vote of at least Five (5) members of the Board of Directors at a meeting when sufficient cause exists for such removal as determined by a hearing. The Board may hold a hearing regarding such removal. The Board of Directors shall adopt such rules, as it may consider necessary for the best interests of the organization for this hearing.

The Board of Directors shall hold at least three (3) Board meetings a year on a schedule to be set by the Board prior to the December meeting.

Article Eight – Officers

The officers of the organization elected at the annual meeting, will serve a two- year term, shall be as follows:

President
Vice President
Secretary
Treasurer

The President shall preside at all meetings. By virtue of his/her office he/she shall:

- Be Chairman/Chairperson of the Board of Directors
- Present at each annual meeting of the organization an annual report of the work of the organization
- See all books, reports and certificates as required by law are properly kept or filed
- Be one of the officers who may sign the checks or drafts of the organization
- Have such powers as may be reasonably construed as belonging to such a position.

The Vice President shall, in the event of the absence or inability of the President to exercise the rights, privileges and powers of the office, become acting President of the organization with all the rights, privileges and powers of the office of President. He or She is also responsible for coordinating (4) workshops annually plus CRPA's State Conference Workshops.

The Secretary shall keep the minutes and records of the organization in appropriate books. By virtue of his/her office, he/she shall:

- Be Secretary of the Board of Directors
- Give all notices to members of this organization
- Be the official custodian of the records and any seal of this organization
- Present to the membership or Board of Directors at any meetings any communication addressed to him/her as Secretary of the organization.
- Attend to all correspondence of the organization and to the Board of Directors and shall exercise all duties incident to the office of Secretary

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. By virtue of his/her office, he/she shall:

- Cause to be deposited in a checking account of a business bank or trust company all funds belonging to the organization
- Be one of the officers who may sign checks or drafts of this organization
- File any certificate required by any federal or state statute
- Present a written budget to the Board by July for the upcoming year for approval by the Board

- Render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization that shall be affixed to the minutes of the Board of Directors meeting
- Exercise all duties incident to the office of Treasurer

The Past-President shall be an ex officio member of the Board upon completion of service as President, shall have no voting rights, shall swear in Board Members at the Annual Meeting held at the end of his/her term, and shall serve a full term (2 years) as Past-President. He/she shall provide guidance and counsel to the Board, and shall have such other powers and perform such other duties as the members, the Board, or the President may delegate.

The Members At Large shall attend Board meetings; provide input to the Board from members from the various regions of the State; voice opinion and offer suggestions on administration of the organization; serve on standing and special committees; and vote on issues directing operations of the organization.

One of the Members At Large shall be chosen by the Board to be the Membership Director; he or she shall keep and maintain membership records. The Membership Director will be in charge of yearly renewal forms and new memberships and work closely with the Treasurer and Secretary.

No officer shall for reason of his/her office or position as Director be entitled to receive any salary or compensation.

Article Nine – Salaries

The Board of Directors shall hire and fix the compensation of any and all employees, which they may determine to be necessary in the conduct of the business of the organization.

Article Ten – Committees

The President shall recommend to the Board, which shall approve and create all committees of this organization, as well as appoint and remove members and establish function, powers and term of such committees.

Article Eleven – Dues and Budget

The dues of this organization shall be set by the Board by the end of August each calendar year for Professional Members and Commercial Members and shall be payable on the first of January each year. Membership will follow the calendar year. There are no membership dues for Retired Members. The Board of Directors shall also set a written budget for the upcoming calendar year prior to the end of August.

Article Twelve – Amendments

These by-laws may be amended at the annual meeting of the organization by an affirmative vote of those members in attendance at the annual meeting at which a quorum is present. Any revisions to the by-laws must be approved by a majority vote of such members. Any proposed revisions to the by-laws must be posted on the organization's Web site prior to the annual meeting and notification of such revisions must be included in the annual meeting notice.

Article Thirteen – Conflicts of Interest

Any member of the Board of Directors who may derive any profit or gain, directly or indirectly, by reason of membership on the Board or for services to the organization shall disclose such interest to the Board and will refrain from participating in any decision in such matters. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting in which such matters are discussed.