

# **NATIONAL RECREATION & PARK ETHNIC MINORITY SOCIETY**

## **ARTICLES OF INCORPORATION AND BYLAWS**

Know all men and women by these present: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of a non-profit corporation under the laws of the District of Columbia.

### **ARTICLE I**

The National Recreation and Park Ethnic Minority Society (NRPEMS), an affiliate of the National Recreation and Park Association (NRPA), is an organization of minority group members who have joined together for the expressed purpose of:

Productively representing the recreation, park and related leisure service interests and rights of racial and/or ethnic minorities, while participating in the overall efforts of the park and recreation profession and the National Recreation and Park Association to serve the public.

In general, the support and assistance of the society shall be available to any individual(s) or group(s) who, because of sex, religion, race, color, age or political practices, is denied the full range of membership privileges or fair and equal access to public and private recreation, park and related leisure services.

In consideration of the punitive and disadvantaged relationships that have characterized the role of women and racial and/or ethnic minorities within the recreation and park movement, their special needs and desires shall be given the immediate and specific attention of the society.

NRPEMS shares with its fellow NRPA members the belief that the potential strength and vitality of recreation and park is unequaled among those professionals who seek to continuously serve public needs. In order to achieve such strength and vitality, NRPEMS will extend its resources, energies, and expertise to the NRPA and park and recreation programs over the broadest possible range of public needs and desires.

National Recreation and Park Ethnic Minority Society is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the National Recreation and Park Ethnic Minority Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by a court or competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE II**

This corporation is being organized pursuant to the laws of incorporation in the District of Columbia.

## **ARTICLE III**

The principal office for the transaction of the business of the corporation shall be located in the City of Washington, District of Columbia.

## **ARTICLE IV**

The National Recreation & Park Ethnic Minority Society is an existing unincorporated association and is by these Articles incorporated. The name of this corporation shall be National Recreation and Park Ethnic Minority Society, Inc.

## **ARTICLE V**

In the event of the dissolution of this corporation, any remaining assets shall be distributed to a similar non-profit tax-exempt organization for the purpose of those goals and objectives as stated in Article I of the Bylaws.

The authorized number and qualification of the members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges, of each class of membership, and the liability of each or all classes for dues or other assessments and the method of collection thereof, shall be set forth and controlled by the bylaws and amendments thereto.

IN WITNESS WHEREOF, we have hereunto set our hands the 15th day of October 1978: Daisy Carter, Ralph Emerson, Mel Evans, Carver Leach, Virginia Munger, Doug Palmer, Pearl Vaughn, Nate Washington, Yvonne Washington, Herbye White, and Delores Williams.

**BYLAWS**  
**Of the**  
**National Recreation and Park Ethnic**  
**Minority Society**

**ARTICLE I – Objectives and Goals**

- Section 1. To unite in one body, all persons concerned with racial and/or ethnic minorities in the recreation and park movement in the United States including those in municipal, private, voluntary, institutional, religious, educational, commercial, travel, tourism and industrial organizations.
- Section 2. To achieve a balance of full and unqualified participation in national, state, regional and local organizations, such as NRPA and its affiliates, that attempts to formulate policy and programs calculated to influence the quality, quantity and distribution of recreation, park, and related leisure services.
- Section 3. To protect and advance the interests of racial and/or ethnic minorities wherever public and private agencies or elected officials seek to resolve national issues that might affect the quality and quantity in recreation and park programs and services.

- Section 4. To serve as a resource for information on racial and/or ethnic minority matters pertaining to recreation and park programs and activities.
- Section 5. To stimulate and perpetuate cultural competence in all recreation professionals and participants, and to insure the accurate reflection of the history and culture of racial and/or ethnic minority people through leisure action programs.
- Section 6. To maintain high standards of professional ethics.
- Section 7. To study and stimulate an increase in the quality and quantity of accessible and desirable recreation, park and related programs and facilities available to minorities.
- Section 8. To function in a manner which will further the NRPEMS with NRPA.
- Section 9. To ensure equitable access to employment and promotional opportunities in public and private recreation, park and related leisure programs and facilities.
- Section 10. To ensure equitable access to educational and training opportunities that prepare individuals for employment and volunteerism in recreation, park and related leisure service curriculum.
- Section 11. To develop strategies to attract and retain undergraduate and graduate students representing racial and/or ethnic minorities in recreation, park and related leisure service curriculum.

## **ARTICLE II – Membership and Dues**

- Section 1. Membership is open to any racial and/or ethnic minority, or interested individual employed in the recreation and park related field, to include: community services, conservation, tourism, kinesiology and educators, or individual or group, directly or indirectly involved and willing to be governed by the constitution and bylaws, and who supports the purposes and goals of the Society.
- Section 2. Types of membership in the Society shall be as follows: Voting Members and Non-Voting Members.

Section 3. Regulations covering eligibility for membership and annual dues shall be as follows:

a. VOTING MEMBERS

1. PROFESSIONAL – Any person employed in the recreation and park profession and interested in promoting and helping the Society attain its objectives.
2. PROFESSIONAL AFFILIATE CHAPTER – An organized state group of individuals employed in the recreation and park profession and interested in promoting and helping the Society attain its objectives.
3. STUDENTS – Any person attending university or college institution and interested in or preparing for a recreation and park profession.
4. LIFE – A one-time membership payment with a recurring maintenance fee by an individual employed or retired in the field of Recreation, Parks and Conservation or employed as an Educator in the aforementioned profession with a minimum of 5 years membership in the Society. If life membership was granted 2006 or prior the mandatory maintenance fee is waived.
6. RETIREE – An individual having been employed full-time in the recreation and/or park field whose employment has been terminated due to retirement or promotion into administration, provided that she/he has held active membership for a period of not less than three years immediately prior to retirement.

b. NON-VOTING MEMBERS

1. LAY AFFILIATE CHAPTER – Organizations whose membership consists of groups (Boards or Commissions) responsible for park and recreation services in an advisory or administrative capacity.
2. LAY AFFILIATE MEMBER – An individual serving on an advisory or administrative Board or Commission whose agency is not a member.
3. ASSOCIATE – Any individual interested in promoting the goals and objectives of NRPEMS and does not meet the Voting member eligibility.

4. SUSTAINING – Business and/or professional firms or other organizations selling or offering products and/or services to the field of recreation and park, or business firms or other organizations interested in promoting and supporting the goals and objectives of NRPEMS.
5. HONORARY – A membership bestowed upon an individual or organization by the NRPEMS Board of Directors.

- Section 4. Society dues shall be established by the Board of Directors in conjunction with the annual budget review. The Board may implement interim dues increases which must be approved by a simple majority vote of the Board of Directors present at a called meeting of the Board.
- Section 5. The Membership Chair shall be responsible for the collection of membership dues.
- Section 6. Dues-paying professionals, professional affiliate chapter representatives, students, life, ~~volunteers~~ and retiree members shall have the right to vote and/or hold elective office.
- Section 7. Any member who fails to pay annual dues and/or maintenance fees within sixty (60) days of the expiration of annual membership shall be automatically suspended, but may be reinstated to membership upon full payment of dues and late fees for the current year. During the period of suspension, members shall forfeit all rights and privileges of membership in the Society.
- Section 8. Dues shall be paid annually and covers the period of November 1st through October 31st.
- Section 9. All members of NRPEMS are encouraged to be financially active members with NRPA (National Recreation and Parks Association).
- Section 10. Members shall pay annual dues within sixty (60) days of the expiration of annual membership or be automatically suspended.
- Section 11. Members shall elect officers in accordance with procedures set forth in these bylaws.
- Section 12. Members shall hold a run-off election if a particular office requires the vote of the membership at the annual membership meeting.
- Section 13. Members shall hold an Annual General Membership Meeting of the Society during the Annual Congress, unless otherwise scheduled by the Board of Directors.
- Section 14. Members shall constitute a simple majority for a General Membership Meeting providing that thirty (30) days written notice is given to the membership.

### **ARTICLE III – Affiliates**

NRPEMS shall have the power to designate affiliate organizations. Affiliate designation may be granted by the Board of Directors to organizations having purposes and interests similar to NRPEMS which meet such requirements as may be specified by the Board.

- Section 1. Must first have ten (10) state members who are members in good standing with NRPEMS.
- Section 2. Must submit a letter requesting affiliate status, including a copy of constitution and bylaws, to the Secretary of NRPEMS sixty (60) days before the mid-year board session or sixty (60) days before the annual meeting. Approval will occur during the annual meeting. Such documents shall not conflict or supersede those of NRPEMS.
- Section 3. All affiliates must be approved by the Board of Directors upon a simple majority vote of those present.

### **ARTICLE IV – Officers**

- Section 1. The officers of this Society shall be a President, Past President, President-Elect, Secretary, Treasurer, and Chaplain. The officers of the society will serve as the Executive Committee and shall act on behalf of the Board of Directors during the interim period between the Board meetings and shall have the authority on all matters except the following:
  - 1. Any action requiring membership approval under the Charter or By-laws
  - 2. Filling vacancies on the Executive Committee
  - 3. Amendment or repeal of any resolution or policy adopted by the Board
  - 4. Adoption of the budget, or
  - 5. Any action, which contrary to, or is a substantial departure from the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Society.
- Section 2. Election of officers shall be by vote of the qualified members of NRPEMS and in accordance with procedures set forth in these bylaws. A voting member in good standing can only hold one (1) seat on the Board of Directors as prescribed by By-laws.

Section 3. The term of office for officers shall be two (2) years and may be reappointed or re-elected with a consecutive maximum of two (2) terms. The Board of Directors shall have the power to fill offices that become vacant during such term.

Section 4. Officers shall serve as members of the Board of Directors and shall perform other duties as directed by the Society. Officers shall maintain an active membership in the National Recreation and Park Association (NRPA).

Section 5. **DUTIES OF OFFICERS:**

- a. The President shall act as the official representative of the Society. The President shall preside at all Board of Directors' executive and business meetings, appoint committee chairpersons and have the power to approve emergency financial obligations of the Society. The President shall assist committees where possible in completing their work.
- b. The President-Elect shall assume the duties of the President in his/her absence. The President-Elect shall assist the President whenever delegated to do so. The President-Elect shall automatically become President in the event of vacancy in the office of the President.
- c. The immediate Past President shall assume the duties of chairperson of the Nomination and Elections Committee and shall assist the President and/or President-Elect.
- d. The Secretary shall be responsible for keeping accurate records of all meetings, correspondence, minutes of NRPEMS and the Board of Directors, and other duties as assigned by the President. The Secretary shall forward minutes of the business conducted during the annual and mid-year business meetings to the President and President-Elect within sixty (60) days of such meetings. The Secretary will serve on the Membership Committee.
- e. The Treasurer shall be the fiscal agent for NRPEMS and shall operate as authorized by the Board of Directors. The Treasurer will serve as the Chair of the Finance Committee. The Treasurer shall be responsible for maintaining all financial transactions and records for NRPEMS. The Treasurer shall cause the financial transactions and records of the Society to be audited per generally accepted accounting practices within sixty (60) days after the annual meeting. The auditor's report will be distributed to the board within 30 days of completion of the review. The Treasurer shall prepare the annual financial report for the general membership meeting. The Treasurer shall advise the Board of Directors on the finances, present and projected, of the Society at all



meetings of the Board. The Treasurer shall be responsible for the collection of all Society dues and affiliation fees.

- f. The Chaplain shall conduct memorial services and other duties designated by the President. The Chaplain shall also serve as Chairperson of the Necrology Committee.
- g. Historian: The Historian shall gather historical data from various sources, including archives, books, and artifacts of the organization. The Historian shall trace historical developments in the field of parks and recreation as it relates to ethnic minorities. The Historian will be the chair of the Historical Committee. The Historian will provide advice or guidance on historical topics and preservation issues.

#### **ARTICLE V – Board of Directors**

Section 1. The Board of Directors shall consist of the officers of the Society, one student representative, one professional affiliate chapter representative, and shall total up to least nineteen (19), but no more than twenty-one (21), members.

- a. Eight (8) members of the Board of Directors shall be elected to provide regional representation and shall serve a two (2) year term of office. Regional representation shall be based upon those regions as designated by the National Recreation and Park Association (NRPA). If a regional candidate cannot be identified, a person residing in another region may serve.
- b. Four (4) members of the Board of Directors shall be elected at large, and shall serve a two (2) year term of office.
- c. The President may appoint one Professional Affiliate Chapter representative to the Board of Directors, and the representative shall serve a two (2) year term of office.

Section 2. Officers and Members of the Board of Directors absent from meetings of the Board of Directors may be represented by a written statement. However, only officers and Board members present shall vote on NRPEMS items before the Board.

Section 3. The duty of the Board of Directors shall be to establish policies to conduct the business of the NRPEMS. All matters pertaining to NRPEMS shall be referred to it.

- Section 4. The Board shall establish policies to conduct the business of the NRPEMS and all matters pertaining to NRPEMS shall be referred to it.
- Section 5. The Board shall be empowered to act for the NRPEMS in the absence of the general membership.
- Section 6. The Board shall hold meetings at least on a quarterly basis; a majority may call additional meetings. Technology-initiated meetings including conference calls, video conferencing, etc. fulfill all the necessary requirements.
- Section 7. The Board shall establish Society dues in conjunction with the annual budget review, and may implement interim dues increases if approved by a simple majority vote at a called Board meeting.
- Section 8. The Board will recommend individuals to fill vacancies that occur on the board, inform the membership (via email) of such recommendations and proceed with appointment of the member to fill vacancy based on majority vote by those members responding by the stimulated deadline. Members will be informed of replacement appointments within 10 working days of appointments. The Board shall approve all affiliates upon a simple majority vote of those present.
- Section 9. A majority of the Board Members, present in person or by proxy, may by resolution adjourn the meeting during the dates and at the place specified in the meeting notice.
- Section 10. The Board may fill offices that become vacant or terms expire for the unexpired portion of a term, or for a new term, whichever is applicable, from nominees submitted by the Nomination and Election Committee or by individual directors.
- Section 11. The Board may remove any Board Member any time by a simple majority vote.
- Section 12. Each member of the Board (and officers) shall participate in at least two Board meetings annually or be removed from the Board for non-attendance.
- Section 13. Each member of the Board shall be represented by a written statement when absent from Board of Directors' meeting. However, only Board Members (and officers) present shall vote on NRPEMS items.
- Section 14. Each member of the Board may resign at any time by delivering a written resignation to the President or to the Secretary.
- Section 15. The President may appoint a Historian.

## **ARTICLE VI – Meetings**

- Section 1. An Annual General Membership Meeting of the Society shall be held during the Annual Congress unless otherwise scheduled by the Board of Directors.
- Section 2. Board of Directors must attend at least two Board meetings annually or will be removed from the Board for non-attendance.
- Section 3. Special meetings may be called by the Executive Committee upon a four (4) week notice.as needed. All actions taken by the Executive Committee shall be submitted to the Board of Directors at the next meeting for consideration and ratification.

#### **ARTICLE VII – Committees**

- Section 1. The President shall appoint such other committees as necessary to conduct the business of NRPEMS.
- Section 2. The President may appoint all committee chairpersons within thirty (30) days after taking office.
- Section 3. Committee chairpersons shall submit written reports at the annual and mid-year meetings.
- Section 4. Members of NRPEMS may attend any committee meeting.
- Section 5. Each committee shall meet once before the regular annual meeting of NRPEMS.
- Section 6. NRPEMS shall have the following standing committees:
- a. Constitution and Bylaws
  - b. Executive Committee
  - c. Program
  - d. Finance
  - e. Historical
  - f. Membership, Recruitment & Placement
  - g. Public Relations/Publicity
  - h. Research and Training
  - i. Student
  - j. Necrology
  - k. Nominations and Elections
- Section 7. Duties of the Committees:
- a. **Constitution Committee:** This committee shall study and present all amendments of this constitution to the membership. Said committee shall continuously evaluate this constitution. The duty of this committee shall also be to have extra copies of this document at all meetings of the Society.

The chairperson of this committee shall serve as the Parliamentarian for all meetings and be governed by Roberts Rules of Order, revised.

- b. **Executive Committee:** It shall consist of the President, President-elect, immediate Past President, Treasurer, Secretary, and Chaplain. The Executive Committee shall be empowered to meet and/or communicate and act on behalf of the Board of Directors on administrative matters with established Board Policy. All such business and action must be in accordance with these bylaws and policies, as established by the Board of Directors and shall be reported to and subject to review and ratification by the Board of Directors. The Executive Committee shall review and revise, as necessary, the annual budget prior to its submission to the Board of Directors. It shall review all recommendations to the NRPEMS Board of Directors for investments and/or expenditures of NRPEMS assets. The duty of this committee shall be to generate interest, support and finances for special research projects. This committee shall cause to be established and to maintain contact with those agencies, institutions and organizations conducting research concerning recreation and park needs and interests of minorities.
- c. **Program Committee:** The chairperson of this committee shall be the President Elect. The duty of this committee shall be to plan and implement the annual conference program, banquet, annual community service project, the student scholarship, mentoring and other programs as directed by the Officers Executive.
- d. **Finance Committee:** The chairperson of this committee shall be the Treasurer. The Finance Committee shall have full control and supervision of all funds and assets of NRPEMS, and it shall prepare the annual budget for the approval of the Board of Directors. It shall recommend to said committee the investments and/or expenditure of funds and keep the Executive Committee Officers advised on the condition of said funds. This committee shall consist of ~~Chairperson~~, Treasurer, President-Elect and two members appointed by the President.
- e. **Historical Committee:** The chairperson of this committee shall be the Historian of NRPEMS. The duty of this committee shall be to keep accurate records of NRPEMS and oversee the transmittal of records from outgoing officers and committee chairpersons to incoming officers and committee chairpersons. This committee shall also be responsible for preparing pertinent information and biographical sketches of deceased members of NRPEMS and for other duties as designated by the President.

- f. **Membership, Recruitment and Placement Committee:** The duties of this committee shall include the recruitment of candidates for membership and the promotion of the employment of minorities in a variety of jobs with recreation, park and leisure service agencies. This committee shall also be responsible for keeping an accurate roster of all members of NRPEMS which includes each member's name, title, department, address, telephone number and type of membership.
- g. **Public Relations/Publicity Committee:** The duty of this committee shall be to promote and publicize information and activities of the NRPEMS.
- h. **Research and Training Committee:** The duty of this committee shall be is to establish and maintain contact with those agencies, institutions and organizations conducting research concerning recreation and park needs and interests of minorities. The duty of this Committee shall also be to generate interest, support and finance for research projects. The duty of committee is to provide emerging, developing and evolving students and professionals with training opportunities on cutting edge topics and methods to maximize the impact of Ethnic Minorities in Parks and Recreation by providing training opportunities on cutting edge theories and research; assisting with the recruitment of sessions proposals that impact ethnic minorities for state and national associations, presenting educational sessions and speaking opportunities at local departments, colleges and universities, and local and state associations; and facilitating networking among those who work on related topics from academia and the professional environment.
- i. **Student Committee:** The duty of this committee shall be is to establish and maintain contact with the various student organizations throughout the United States. The chairperson shall represent the students in all matters concerning them.
- j. **Necrology Committee:** The chairperson of this committee shall be the Chaplain. This committee shall be responsible for preparing pertinent information and biographical sketches of deceased members of NRPEMS and other duties as designated by the Board of Directors.
- k. **Nomination/Elections Committee:** The Past President will serve as the chair for this committee. The duty of this committee shall be to present two or more nominations for the office of President-elect, Secretary, Treasurer, Chaplain, the NRPA Board of Trustees representative(s) and the remaining number of necessary board members. This committee shall accept nominations for NRPEMS officers until June 1st, prepare a list of

nominees to be voted upon by mail at least sixty (60) days prior to annual meeting and supervise the annual election of NRPEMS, in accordance with Article VIII, Section 1-9.

### **ARTICLE VIII – Nominations and Elections**

- Section 1. Nominations/Elections Committee shall be appointed by November 1, annually. The committee shall consist of three (3) members, no more than one (1) of whom shall be a member of the Board of Directors. The committee shall be responsible for recruiting candidates for office and conducting the election of officers. Work of this committee shall be in accordance with instructions contained in these bylaws.
- Section 2. During the first two (2) weeks in December the Nomination/Elections committee shall notify the membership that nominations for officers, NRPA Board of Trustee representative(s), and Directors are invited.
- Section 3. The Nomination/Elections committee slate shall be submitted in writing to the Board of Directors. Candidates must have given written consent to place their names in nomination.
- Section 4. Ballots shall be prepared and mailed or/emailed to each member qualified to vote not later than sixty (60) days before the annual installation meeting. Candidates shall be listed alphabetically by office on the ballots. Below the names of candidates for each office a blank shall be provided for a write-in candidate. The ballot shall specify the date by which it is to be returned, that date being no later than thirty (30) days prior to the Annual Installation Meeting.
- Section 5. The persons receiving the highest number of votes from the paid membership for the offices shall be declared elected. The chairperson shall notify all candidates of the election results within thirty-six (36) hours of the counting of the votes
- Section 6. Vacancies: Any vacancy or expired term in a Board position may be filled for the unexpired portion of a term, or for a new term, whichever is applicable, by the Board of Directors from nominees submitted by the Nomination and Election Committee or by individual directors.
- Section 7. Resignations and Removals: Any board member may resign at any time by delivering written resignation to the President or to the Secretary. Any board member may be removed at any time by a vote of the majority of Board of Directors.

Section 8. Run-offs: In case of a time for a particular office requiring the vote of the membership, a run-off election will be held at the annual membership meeting.

#### **ARTICLE IX – Simple majority**

Section 1. The presence, in person or by proxy, of a simple majority of the Board Members at any Board meeting shall be necessary and sufficient for the transaction of business. Simple majority shall be defined as majority plus one of those directors present.

Section 2. A simple majority for a General Membership Meeting shall be those active members present providing that prior notice of thirty (30) days has been given to the membership in writing.

#### **ARTICLE X – Amendments**

Section 1. These bylaws may be amended by a (simple majority) vote of the voting membership providing that thirty (30) days written notice of the proposed amendments stating existing and proposed portions is given. Further proposed amendments shall not be adopted by the NRPEMS Board of Directors if individual written protests are received from twenty-five (25) or more active members entitled to vote during the thirty (30) day notice period.

#### **ARTICLE XI – Parliamentary Authority**

Section 1. The parliamentary authority for NRPEMS shall be Robert’s Rules of Order, revised. Robert’s Rules of Order shall govern in all areas not addressed by these bylaws for amendments thereof.

#### **ARTICLE XII – Non-Discrimination**

NRPEMS and its affiliates shall not discriminate in any manner against any person by reason of race, color, sex, and national origin, and disability, religious or political affiliation. NRPEMS and

its affiliates shall take a positive approach to ensuring each individual equal opportunity for membership and election within their organizations.

Adopted NRPEMS Bylaws	October 1973
Revised and Published	October 1978
Revised and Adopted	October 1978
Revised and Published	September 1984
Revised and Adopted	October 1985
Revised and Published	August 1986
Adopted	October 1986
Revised and presented for approval	February 1994
Revised and presented for approval	October 1995
Revised and presented for approval	October 2004
Adopted	March 30, 2005
Revised and Presented for approval	November ?, 2005
Revised and approved by Board	April 29, 2011
Adopted	September 2011
Revised and presented for approval	August 2016
<b>Revised and Adopted</b>	<b>December 11, 2017</b>