

California Park & Recreation Society

Bylaws

Adopted March 2023



ARTICLE I

Name & Purpose

- 1.1 **Name.** The California Park & Recreation Society (“CPRS” or “Society”) is a California nonprofit mutual benefit corporation. The name of the corporation is CALIFORNIA PARK & RECREATION SOCIETY.
- 1.2 **Purpose.** The purpose of the California Park & Recreation Society is to advance the profession of recreation, parks, and community services. Through the work of the State Board of Directors, our Regions, Districts and Sections, and staff, we:
 - Unite members and ensure member success
 - Provide educational opportunities to recreation, park, and community services professionals
 - Engage in research to advance the recreation, park, and community services profession
 - Disseminate information affecting recreation, park, and community services in California
 - Engage in legislative advocacy that support and enhance the recreation, park, and community services profession
- 1.3 **Bylaw Implementation.** The implementation of these Bylaws shall be outlined in the following documents:
 - CPRS State Board Policy Handbook
 - CPRS State Board Resource Manual, aka The Answer Book
 - District and Section Resource Manuals

ARTICLE II

Organization

- 2.1 Districts.** There shall be fifteen (15) Districts with geographical boundaries defined at the time these Bylaws are adopted. Northern Districts will be 1 through 7 and Southern Districts will be 8 through 15.
- 2.1.1 Districts are represented on the State Board of Directors through a Region Representative, as outlined in 2.2.
- 2.1.2 Districts are subdivisions of CPRS and at all times are under the oversight of the CPRS State Board of Directors and these Bylaws.
- 2.1.3 The number and boundaries of Districts may be changed upon request of Districts, provided said changes are approved by a majority vote of those voting from the Districts involved. Changes to the number and boundaries of Districts shall be final, subject to ratification by the State Board of Directors.
- 2.2 Regions.** There shall be five (5) Regions with geographical boundaries aligned with the following Districts:
- Region 1: Districts 1, 2, 3
 - Region 2: Districts 4, 5, 6
 - Region 3: Districts 7, 8, 15
 - Region 4: Districts 11, 13, 14
 - Region 5: Districts 9, 10, 12
- 2.2.1 Regions and their associated Districts are represented on the State Board of Directors through one (1) Region Representative per Region.
- 2.2.2 Regions are subdivisions of CPRS and at all times are under the oversight of the CPRS State Board of Directors and these Bylaws.
- 2.2.3 The number and boundaries of Regions may be changed upon request of a Region, provided said changes are approved by a majority vote of those voting from the Regions involved. Changes to the number and boundaries of Regions shall be final, subject to ratification by the State Board of Directors.
- 2.3 Sections.** The State Board of Directors shall, in its reasonable discretion, approve the creation or dissolution of statewide 'Section(s)' whose purpose is to serve specific specialties of the recreation, park, and community service profession.
- 2.3.1 Sections are represented on the State Board of Directors through two (2) Section Representatives. Section Representatives may not be from the same primary Section.
- 2.3.2 Sections are subdivisions of CPRS and at all times are under the oversight of the CPRS State Board of Directors and these Bylaws.
- 2.4 Authorized Sections.** Sections authorized by the State Board of Directors:
- Administrators Section
 - Aging Services Section
 - Aquatics Section
 - Development & Operations Section
 - Educators Section
 - Recreation Section
 - Recreation Therapy Section

2.5 Purpose of Districts and Sections. The primary purpose of each District and Section shall be:

- Provide educational opportunities to members
- Provide networking opportunities to members
- Perpetuate the profession through leadership development
- Support CPRS advocacy programs and initiatives

2.6 Support, Evaluation, and Dissolution of Districts and Sections. The State Board of Directors provides support to and will periodically evaluate each District and Section to assess and ensure the entity's contribution to the Society's goals and objectives. By a majority vote, the State Board of Directors may dissolve a Section. Said dissolution will be effective on the date specified by the State Board of Directors.

ARTICLE III

Membership

3.1 Qualifications for Voting Membership. Voting members must be residents of California, except for Past Presidents, and meet the criteria and requirements for membership as set forth in these Bylaws or other written CPRS policy.

3.2 Categories of Voting Membership
INDIVIDUAL

- **Professional:** Individuals employed 30 hours or more in the park, recreation, or community service profession.
- **Part-Time Professional:** Individuals employed less than 30 hours per week in the park, recreation, or community service profession.
- **Student:** Full-time undergraduate or graduate student preparing for or furthering their career in the park, recreation, or community service profession.
- **Active Retiree:** Individual who has been an active member of CPRS for at least 5 years prior to retirement.
- **Past President:** Individual who has served as President of the State Board of Directors. Residency in California is not required.
- **Honorary:** Individual who has been awarded honorary membership by the Society.

GROUP

- **Agency:** Any city, county, special district, regional, state, or federal department or nonprofit agency providing park, recreation, or community services. Membership includes one (1) Head of Agency; all other individuals from the same agency may join at a reduced rate. Voting rights shall reside with one (1) designated individual per Agency membership.
- **Company:** For-profit business whose primary interest lies in providing products or services to the park, recreation, or community services industry and/or to the general public. Voting rights shall be given to up to two (2) designated representatives per Company.
 - **Colleges and Universities:** Any institution of higher learning interested in the park, recreation, or community services industry. Membership includes one (1) designated individual; all other individuals from the same institution may join at a reduced rate. Voting rights shall reside with one (1) designated individual per College/University membership.
 - **Health and Wellness:** Any hospital, rehabilitation center, health care organization, or recreation therapy agency providing or supporting park, recreation, or community services. Membership includes one (1) designated individual; all other individuals from the same institution may join at a reduced rate. Voting rights shall reside with one (1) designated individual per membership.

3.2.1 Proxies. Voting by proxy for any purpose, including general business and elections at all CPRS leadership bodies, is prohibited.

3.3 Categories of Non-Voting Membership

- **Transitional:** Individual who has graduated from a college or university and who is transitioning from a student to a professional. An individual is restricted to one (1) year in this membership category.

- **Special Interest:** Individual interested in advancing the goals of CPRS and the parks, recreation, and community services industry within California, but who is not currently employed in the field of parks, recreation, or community services.
- **Out of State Associate:** Individual interested in advancing the goals of CPRS and the parks, recreation, and community services industry within California, but who has established residence outside of California.
- **Out of State Honorary:** Individual who has established residence outside of California and has been awarded honorary membership by the Society.

3.4 Rules and Policies. The State Board of Directors may establish additional written rules and policies relating to membership rights and categories, provided said rules and policies are not inconsistent with these Bylaws.

3.5 Section Membership. Any individual voting member of the Society may join as many established Section(s) as desired. Additional fees may apply.
Primary Section Membership applies to the first (primary) section an individual joins.
Secondary Section Membership applies to all additional sections an individual joins.

3.6 Member in Good Standing. A member in good standing is one who has paid current dues, has no other outstanding obligations to the Society, and who has not been found by the Society to be in violation of membership conditions and requirements established by the Society.

3.7 Obligation to follow Society Bylaws and Code of Conduct. Each member of this Society agrees to be bound by these Bylaws and any amendments thereto; the Code of Conduct as outlined in The Answer Book; and by the lawful actions of the State Board of Directors and/or duly constituted committee of the Society.

3.8 Termination of Membership. A membership shall be suspended or terminated when the Society, or a committee or person authorized by the Society, determines – in good faith – that any of the following events have occurred:

- Resignation of member, on reasonable notice to the Society
- Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Society
- Failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Society
- Failure to abide by the lawful decisions of any duly constituted committee of the Society
- Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications

3.9 Discipline of Members. A member may be publicly reprimanded, fined, suspended, or terminated for cause by the State Board of Directors or its designee.
Cause shall include a failure, in serious degree, to:

- Observe the Society Code of Conduct as prescribed by the State Board of Directors in these Bylaws or otherwise
- Abide by the lawful decisions of any duly constituted committee of the Society
- Engage in any conduct which is deemed by the State Board of Directors or its designee to be contrary or prejudicial to the interests and/or purposes of the Society

3.9.1 The discipline process shall follow these terms:

- Member must be given a fifteen (15) day notice of reason for and proposed discipline
- Member must be allowed an opportunity to be heard, orally or in writing as determined by the State Board of Directors, not less than five (5) days before the effective date of the proposed discipline
- Decisions by the State Board of Directors or its designee are final
- The State Board of Directors may impose lesser discipline, outside of this procedure, as deemed appropriate by the State Board of Directors

3.10 Member Liability. No member of the Society shall be personally or otherwise liable for any of the debts or obligations of the Society.

ARTICLE IV

State Board of Directors

- 4.1 State Board of Directors.** The State Board of Directors is the governing body of the Society and has the authority and responsibility for the supervision, control, and direction of the Society. The State Board of Directors may delegate the management of the affairs of the Society to any person or group, including a District, Section, or committee, provided the State Board of Directors retains the responsibility for the actions of such person or group and further provided the State Board of Directors in all cases be responsible for the ultimate direction of the Society.
- 4.2 Composition of the State Board of Directors.** The Directors of the Society shall be the President, President-Elect, Vice President, and Secretary-Treasurer, Region Representatives (5 positions), and Section Representatives (2 positions). These eleven (11) positions constitute the State Board of Directors.
- 4.3 Officers and Executive Committee.** The President, President-Elect, Vice President, and Secretary-Treasurer of the State Board of Directors constitutes the Officers of the organization and Executive Committee. The President shall serve as the Chair of the Executive Committee. The Executive Committee is a subcommittee of and is accountable to the State Board of Directors. The Executive Committee may take action on behalf of the State Board of Directors in between regularly scheduled State Board of Director meetings. All actions must be reported to the State Board of Directors no later than the next meeting and all such actions shall be subject to ratification by the State Board of Directors.
- 4.4 Terms of Office.** The terms of office for all directors are:
- **Presidential Series:** One (1) three-year term consisting of one (1) year as Vice president, one (1) year as President-Elect, and one (1) year as President; up to and until their respective successors are duly elected and installed
 - **Secretary-Treasurer:** Two (2) year term, up to and until their respective successors are duly elected and installed
 - **Region Representatives:** Two (2) year term, up to and until their respective successors are duly elected and installed
 - **Section Representatives:** Two (2) year term, up to and until their respective successors are duly elected and installed. Section Representatives may not be from the same primary Section.
- 4.4.1** An individual may hold only one (1) position on the State Board of Directors at any given time.
- 4.5 Term Limits.** An individual may serve on the State Board of Directors for a MAXIMUM of 4 TERMS.
- Any Director may serve in the same Board position for a maximum of 2 terms
 - Any Director serving in the Presidential Series may do so for a maximum of 1 term
 - Any Past President may not serve additional terms for any position on the State Board of Directors
- 4.6 Election of Directors.** Election of Directors shall be by vote of the qualified voting members of the Society and in accordance with procedures set forth in these Bylaws.

- 4.7 Vacancies on the State Board of Directors.** If a vacancy occurs on the State Board of Directors, for any reason, the State Board of Directors may fill the unexpired portion of the term, subject to the following:
- **Region Representative:** Appointment shall be a member in good standing from one of the Districts within that Region
 - **Section Representative:** Appointment shall be a member in good standing of the same section as the vacated Section Representative
 - **Secretary-Treasurer or Vice President:** Appointment shall be any member in good standing the State Board of Directors deems qualified
 - **President-Elect:** The Vice President shall advance to the position of President-Elect
 - **President:** The President-Elect shall advance to the position of President. Should the President-Elect not assume the duties of President, for any reason, the State Board of Directors has the responsibility to appoint a willing and qualified member to complete the term of that position.
- 4.8 Duties of Directors.** Directors shall perform those duties that are usual to their positions and set forth in the State Board of Directors Policy Handbook and State Board of Directors Procedures Manual (The Answer Book).
- The President serves as Chair of the State Board of Directors and shall preside at meetings of the Society and State Board of Directors meetings.
 - The President-Elect acts in place of the President should the President not be available and ensures Bylaw compliance.
 - The Vice President serves as the Chair of the nomination and election process.
 - The Secretary-Treasurer is the Chief Financial Officer of the Corporation.
- 4.9 Meetings.** State Board of Directors shall hold at least two (2) Board meetings per year.
- 4.9.1** Meetings of the State Board of Directors are generally open to any member wishing to participate; Executive Session or Closed meetings shall be described as such and are not open for participation from members outside of the State Board of Directors.
- 4.10 Obligation to Attend All Meetings.** It shall be the duty of all Directors to attend all meetings of the State Board of Directors.
- **Excused Absences:** A Director who is ill or temporarily incapacitated shall receive an excused absence directly from the President. A director shall be allowed to miss no more than 75% of scheduled meetings, for any reason, during their term.
 - **Unexcused Absences:** A Director missing 50% or more scheduled meetings due to unexcused absences is considered to have vacated the position and the State Board of Directors shall move forward with filling the vacancy in accordance with Section 4.7. It shall be the responsibility of the President to notify the Director by phone and in writing regarding their removal from their board position due to unexcused absences.
- 4.11 Meeting by Electronic Means.** Members of the State Board of Directors may participate in a meeting through the use of electronic means so long as each member participating in the meeting can communicate with all other members in the meeting concurrently.
- 4.12 Quorum.** A quorum for any State Board of Directors meeting shall be a majority of those then serving on the Board.
- 4.12.1 Proxies.** Voting by proxy for any purpose is prohibited.

- 4.13 Voting and Board Action.** Each Director shall have one (1) vote on all Board-related matters. Every act or decision made by a majority of the Directors present at a meeting duly held, at which a quorum is present, shall be the act of the State Board of Directors. The State Board of Directors may adopt policies and procedures supplementing and interpreting these Bylaws. All such decisions shall be binding and enforceable.
- 4.14 Action by Unanimous Written Consent Without a Meeting.** Any action required or permitted to be taken by the State Board of Directors, under any provision of law, may be taken without a meeting if all members of the State Board of Directors individually or collectively consent in writing to such action, as specified in the California Nonprofit Corporation Law.
- 4.15 Executive Director.** The State Board of Directors may employ an Executive Director, duly authorizing day-to-day management of the Society to said individual. The Executive Director shall be an ex officio member of the State Board of Directors and Executive Committee, without the right to vote. The Executive Director shall be accountable to the State Board of Directors. The Executive Director has the sole authority to hire, direct, discipline, and terminate any Society employees. Unless otherwise directed by the State Board of Directors, the Executive Director shall also serve as the Executive Director of the California Foundation for Parks & Recreation.

ARTICLE V

District and Section Boards

- 5.1 District and Section Boards.** The State Board of Directors, as the governing body of the Society, authorizes and supports District (15) and Section (7) Boards of the Society. The District and Section Boards have the responsibility for the management of their respective District or Section within State Board of Directors stated Bylaws, and Policies and Procedures as stated in The Answer Book. Each District and Section shall further produce and review annually their own procedures, as outlined in their respective Resource Manuals.
- 5.1.1 District and Section Boards may delegate the management of the programs or services they offer to any person or committee, provided the District or Section Board retains the responsibility for the actions of such person or committee, and further provided the State Board of Directors shall, in all cases, have oversight authority and (subject to the provisions of these Bylaws), ultimate control over all District and Section activities.
- 5.2 Composition of District and Section Boards.** District and Section Boards shall, at a minimum, consist of a President, President-Elect, Vice President, and Secretary-Treasurer (may be two separate positions or one combined position).
- 5.2.1 District and Section Boards may consist of any number of additional elected or appointed positions, as determined by the District or Section Board. All positions, including a position description, shall be outlined in the District or Section Resource Manual.
- 5.2.2 District Boards shall appoint Section Representatives to liaise with Region Representatives on Section Boards.
- 5.2.3 District and Section Boards shall appoint representatives to Statewide established committees as requested.
- 5.3 Terms of Office.** The terms of office for all District and Section Board positions are:
- **Presidential Series:** One (1) three-year term consisting of one (1) year as Vice president, one (1) year as President-Elect, and one (1) year as President; up to and until their respective successors are duly elected and installed
 - **Secretary-Treasurer:** Two (2) year term, up to and until their respective successors are duly elected and installed
 - **Additional Positions:** Terms as outlined in the District or Section Resource Manual
- 5.4 Term Limits.** District and Section Board positions do not have term limits.
- 5.5 Election of District or Section Boards.** Election of District and Section Boards shall be by vote of the qualified voting members of the Society, District, and/or Section, and in accordance with procedures set forth in these Bylaws.
- 5.6 Vacancies on District or Section Boards.** If a vacancy occurs on a District or Section Board, for any reason, said Board may fill the unexpired portion of the term, subject to the following:
- **Secretary-Treasurer or Vice President:** Appointment shall be any member in good standing the Board deems qualified
 - **President-Elect:** The Vice President shall advance to the position of President-Elect
 - **President:** The President-Elect shall advance to the position of President. Should the President-Elect not assume the duties of President, for any reason, the Board has the responsibility to appoint a willing and qualified member to complete the term of that position.

- 5.7 Duties of District and Section Boards.** Board members shall perform those duties that are usual to their positions and set forth in the District or Section Resource Manual.
- The President serves as Chair of the Board and shall preside at meetings of the District or Section and all Board meetings.
 - The President-Elect acts in place of the President should the President not be available and ensures Bylaw compliance.
 - All other position duties shall be outlined in the District or Section Resource Manual.
- 5.8 Meetings.** District and Section Boards shall hold at least one (1) Board meeting per year. Official District and Section Board meetings shall be outlined in District and Section Resource Manuals.
- 5.9 Obligation to Attend All Meetings.** It shall be the duty of all District or Section Board members to attend all meetings of the District or Section Board.
- **Excused Absences:** A Board member who is ill or temporarily incapacitated shall receive an excused absence directly from the President. A Board member shall be allowed to miss no more than 75% of scheduled meetings, for any reason, during their term.
 - **Unexcused Absences:** A Board member missing 50% or more scheduled meetings due to unexcused absences is considered to have vacated the position and the District or Section Board shall move forward with filling the vacancy in accordance with Section 5.6. It shall be the responsibility of the President to notify the Board member by phone and in writing regarding their removal from their board position due to unexcused absences.
- 5.10 Meeting by Electronic Means.** Members of District or Section Boards may participate in a meeting through the use of electronic means so long as each member participating in the meeting can communicate with all other members in the meeting concurrently.
- 5.11 Quorum:** A quorum for any District, or Section Board meeting shall be a majority of those then serving on the District or Section Board.
- 5.11.1 Proxies.** Voting by proxy for any purpose is prohibited.
- 5.12 Voting and Board Action.** Each Board member, whether elected or appointed, shall have one (1) vote on all Board-related matters. Every act or decision made by a majority of the Board members present at a meeting duly held, at which a quorum is present, shall be the act of the District or Section board.
District and Section Boards shall outline which positions on their Boards are 'Board Members' and as such, assign voting rights to such positions, regardless if the position is elected or appointed.
- 5.13 Action by Unanimous Written Consent Without a Meeting.** Any action required or permitted to be taken by a District or Section Board, under any provision of law, may be taken without a meeting if all members of said Board individually or collectively consent in writing to such action, as specified in the California Nonprofit Corporation Law.

ARTICLE VI

General Membership, District Membership, and Section Membership Meetings

- 6.1 Annual Meeting of the Society.** The Society shall hold an annual meeting of the membership during the CPRS Conference & Expo. At the annual meeting, the elected State Board of Directors shall be installed and report the activities of the Society to the members.
- 6.2 District and Section General Membership Meeting.** Each District and Section shall hold at least one (1) membership meeting per year.
- 6.3 Special Meetings.** The President of a membership body (including CPRS, Districts or Sections) or twenty (20) percent or more of the members of said membership body, may call a special meeting of said membership body.
- 6.4 Notice.** The members of the respective body shall be given not less than ten (10) nor more than ninety (90) days notice of all annual and special meetings of that body. The notice shall include a description of the business to be discussed and include date, time, location, and ways to participate in said meeting.
- 6.5 Quorum.** A quorum for a State, District, or Section membership meeting with stated action items shall be not less than five (5) percent of the members of said body.
- 6.6 Action Without a Meeting: Written Ballot.** Any action which may be taken at a meeting of a membership body may be taken by conforming to the mail balloting procedure specific in the California Nonprofit Corporation Law.

ARTICLE VII

Elections

- 7.1 Elections.** The State Board of Directors shall establish written policies, requirements, and procedures pertaining to all State, District, or Section elections. All ballots, electronic or other, shall be prepared, issued, and tabulated through the CPRS State Headquarters/staff.
- 7.2 State Board of Directors**
- 7.2.1 Ballots.** The President, or their designee, shall have a Statewide ballot prepared and submitted to each member qualified to vote. Said ballot shall include the names of candidates for all open State Board of Director positions.
- Write-in candidates shall be accepted for each open position
 - Ballot shall clearly identify the deadline to complete the ballot
 - All elections shall be completed at least 14 days prior to the Society Annual Meeting
 - Region Representative candidates from Regions 1, 3, and 5 will be voted on in even years
 - Region Representative candidates from Regions 2 and 4 will be voted on in odd years
 - One (1) Section Representative candidate will be voted on annually
- 7.2.2 Nominations by the Membership.** Society members may nominate a candidate for the positions of Vice President and Secretary-Treasurer of the State Board of Directors, outside of the presented Slate of Candidates. A petition, signed by two (2) percent of the voting membership must be delivered to the State Board of Directors within 90 days preceding the State Board of Directors election. Upon timely receipt of said petition with qualifying signatures, the President, or their designee, shall cause the name(s) of the candidate(s) to be placed on the statewide ballot along with the names of those candidates named by the State Board of Directors Nominating Committee.
- 7.2.3 Voting by Electronic Means.** Members may vote through the use of electronic means to the extent permitted by California law.
- 7.2.4 Tabulation of votes.** The candidate receiving the highest number of votes shall be declared elected.
- 7.2.4.1 Election Results. Results** of each election shall be ratified by the respective Board putting forth candidates on the ballot.
- 7.2.4.2 Election Record Retention.** Results of each election shall be maintained at CPRS HQ for no less than 1 (one) year following the election for auditing and/or disputed election purposes.
- 7.2.5 Tiebreaker.** In the event of a tie in any position on the State, District, or Section Board ballot, the State, District, or Section Board will vote by secret ballot to determine the successful candidate, no later than the next meeting following the election.
- 7.2.6 President and President-Elect.** At the time other offices are filled by election, the office of President shall be filled by the automatic advancement of the President-Elect; the office of President-Elect shall be filled by the automatic advancement of the Vice President. This Presidential Series shall be followed by all State, District, and Section Boards.
- 7.2.7 Qualifications of Candidates.** All Candidates running for a State Board of Directors position must be a current member in good standing of the Society.
- Candidates for the following positions must meet these further qualifications:
- **Vice President:**
 - Must have been employed for at least five (5) years in a full-time/equivalent capacity and currently work in a permanent position in the industry.

- Must have a minimum of three (3) years experience either in an elected capacity at a state, Region, District, or Section level, or as a chair of a statewide committee or task force.
- Must be available to complete the full Presidential series including 1 year as Vice President, 1 year as President-Elect, and 1 year as President.
- **Secretary-Treasurer:**
 - Must have been employed for at least five (5) years in a full-time/equivalent capacity and currently work in a permanent position in the industry.
 - Must have a minimum of two (2) years experience either in an elected capacity at a state, Region, District, or Section level, or as a chair of a statewide committee or task force.
 - Must be available to complete a two (2) year term.
- **Region Representative:**
 - Must have been employed for at least five (5) years in a full-time/equivalent capacity and currently work in a permanent position in the industry.
 - Must have a minimum of two (2) years experience either in an elected or appointed capacity at a state, Region, District, or Section level, or as a chair of a statewide committee or task force.
 - Must work or reside in the Region for which the candidate is running.
 - Must be available to complete a two (2) year term.
- **Section Representative:**
 - Must have been employed for at least five (5) years in a full-time/equivalent capacity and currently work in a permanent position in the industry.
 - Must have a minimum of two (2) years experience either in an elected or appointed capacity at a state, Region, District, or Section level, or as a chair of a statewide committee or task force.
 - Must be a current voting member of a Section.
 - Must be available to complete a two (2) year term.

7.3 District or Section Board Positions

The President of each District or Section Board, or their designee, shall have a District or Section wide ballot prepared and submitted to each member qualified to vote. Said ballot shall include the names of candidates for all open leadership positions.

- Write-in candidates shall be accepted for each open position
- Ballot shall clearly identify the deadline to complete the ballot
- All elections shall be completed at least 14 days prior to the Society Annual Meeting.

7.3.1 **Voting by Electronic Means.** Members may vote through the use of electronic means to the extent permitted by California law.

7.3.2 **Tabulation of votes.** The candidate receiving the highest number of votes shall be declared elected.

7.3.2.1 Results of each election shall be ratified by the respective Board putting forth candidates on the ballot.

7.3.2.2 Results of each election shall be maintained at CPRS HQ for no less than 1 (one) year following the election for auditing and/or disputed election purposes.

7.3.3 **Tiebreaker.** In the event of a tie in any position on the State, District, or Section Board ballot, the State, District, or Section Board will vote by secret ballot to determine the successful candidate, no later than the next meeting following the election.

- 7.3.4 **President and President-Elect.** At the time other offices are filled by election, the office of President shall be filled by the automatic advancement of the President-Elect; the office of President-Elect shall be filled by the automatic advancement of the Vice President. This Presidential Series shall be followed by all State, District, and Section Boards.
- 7.3.5 **Qualifications of Candidates.** All Candidates running for a District or Section Board position must be a current member in good standing of the Society.
Please refer to each District or Section Resource Manual for specific positions and respective qualifications.

ARTICLE VIII

Policies and Procedures

- 8.1 Policies and Procedures.** The State Board of Directors shall adopt, by majority vote, the policies which govern the Society. District and Section Boards shall develop and maintain procedures in their respective Resource Manuals. Said procedures shall not be inconsistent with CPRS rules and procedures.

ARTICLE IX

Parliamentary Authority

- 9.1 Parliamentary Authority.** The current edition of Sturgis, the Standard of Parliamentary Procedure, governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted policies.

ARTICLE X

Emergency Action

- 10.1 Emergency Action Authorization.** In the event of an emergency within the Society as a whole, State, District, or Section Boards, the State Board of Directors or State Board Executive Committee may, to the full extent of and in the manner permitted by California Corporation Code Section 7140 and 7151, take action and conduct business as necessary to protect the interests of the Society and its membership. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Society, in its sole discretion, upon conclusion of the emergency.

ARTICLE XI

Amendments

- 11.1 Amendments.** These Bylaws may be amended by a two-thirds vote of the State Board of Directors, provided that certain amendments to the bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by Members in a majority vote of members casting a vote.

ARTICLE XII

Indemnification and Insurance

- 12.1 Indemnification.** To the fullest extent permitted by law, and to the extent doing so is deemed to be in the best interest of this corporation, CPRS shall indemnify and defend its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any 'proceeding', as that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. 'Expenses', as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

- 12.2 Insurance.** CPRS shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE XIII

Adoption of Bylaws

- 13.1 Bylaw Adoption.** These Bylaws have been approved by the adoption by a majority vote of the State Board of Directors and the Members voting in the election held March 2023 and shall constitute the Bylaws of the California Park & Recreation Society, until amended or repealed.

Signed:

President, CPRS State Board of Directors

Date

Secretary-Treasurer, CPRS State Board of Directors

Date