BYLAWS

Article I. Purpose

The purpose for which the organization is formed and the powers which it may exercise are set forth in its Articles of Incorporation, which is to provide advocacy, resources, and professional development opportunities to park and recreation agencies.

Article II. Board of Directors

Section 2.01 Description of the Board of Directors

Board composition shall be individuals employed in the field of recreation, parks, tourism and related services for the improvement, preservation, and maintenance of the quality of life in Michigan through public and private interests.

Section 2.02 Governance Responsibilities

The Board shall have charge, control and management of the business, property, personnel, affairs, and funds of the organization and shall have the power and authority, by and in the name of the organization, to do and perform all acts and functions permitted for an organization described in section 501(c)(3) of the Internal Revenue Code not inconsistent with these Bylaws, the Articles of Incorporation, or applicable law.

Section 2.03 Number of Directors; Vacancies

The number of Directors which shall constitute the whole Board shall not be less than five (5) and no more than nine (9). The number of Directors within said limits will be determined by the Board. A vacancy shall be filled, outlined by the Nomination Policy and Procedure as determined by the Board of Directors.

Section 2.04 Section 4: Board Election & Appointment

The term of office of any Director will commence upon his or her election or appointment by the affirmative vote of a majority of the Directors entitled to vote and present in person or by proxy at a meeting of the Directors (or by written consent in accordance with these Bylaws).

Section 2.05 Term of Office

Directors will serve two-year terms on a staggered basis. Terms begin at appointment or election.

Section 2.06 Board Vacancy Appointment

New Directors are appointed by a majority vote of the Directors. Active service begins as soon as possible. A Director so elected to office will fill only the unexpired term of the Director being replaced as provided in section 2.05.

Section 2.07 Resignation

A Director may resign by written notice to the organization. Resignation is effective immediately without regard to approval by the Directors.

Section 2.08 Removal

The Board may remove a Director at any time by a super majority vote (two-thirds majority of full Board), with or without cause.

Section 2.09 Attendance
It is the expectation for Directors to attend all Board and respective committee meetings either in-person or by remote communication in accordance with these Bylaws.

Section 2.10 Compensation
Board Directors shall receive no compensation for their services.

Section 2.11 General Powers as to Negotiable Paper
The Board may, from time to time, authorize the making, signature, or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign, or endorse the same on behalf of the Organization.

Section 2.12 Powers as to Other Documents
The Board may designate by resolution individuals that may enter into agreements on behalf of the Organization. Unless otherwise designated, all material contracts, conveyances and other instruments may be executed on behalf of the Organization by the President, Secretary/Treasurer, and, if necessary, attested by another Officer (but not the same person signing as President, Secretary/Treasurer).

Article III. Meetings of the Board of Directors

Section 3.01 Times and Places of Meetings
Meetings of the Board will generally be held no less than quarterly at a time and location determined by the President.

Section 3.02 Annual Meeting
An annual meeting of the Board of Directors shall be held each year and will include review of prior years' annual report, financials, and progress of the strategic vision. The annual meeting is open to all members in good standing.

Section 3.03 Special Meeting
The Board President or a quorum of Directors may call a special meeting of Directors at any time.

Section 3.04 Notice of Meeting
Notice of the time, place, and purpose of a regular meeting of Directors must be given to each Director in writing and delivered by electronic transmission or mail, not less than three (3) days before the date of the meeting. However, if an annual calendar of meetings is established, then additional notice of such regularly scheduled meetings need not be given.

Section 3.05 Quorum
A majority of the Directors, present in-person or by remote communication in which all Directors may hear one another (or communicate by alternative technology for those who are hearing impaired) shall constitute a quorum for the transaction of business.

Section 3.06 Voting Rights
Each Director present (including by remote participation) at a Board meeting is entitled to one vote. The Executive Director shall have the *ex-officio* right to receive notice of all meetings of the Board and the Executive Committee, and to attend and participate in discussions at such meetings (although not to vote), except that

such employee may be excused from meetings of the Board or the Executive Committee as determined by the Board or Executive Committee.

Section 3.07 Board Action

So long as a quorum is present, any action taken by the Board must be authorized by a majority of votes cast, unless the Organization's Articles of Incorporation, these Bylaws or applicable law require a larger number.

However, some actions require robust deliberation and consensus of a supermajority of the Board. A supermajority vote will be two-thirds (2/3) of all Directors then in office. A supermajority vote of the Board shall be required for the following actions:

A. Appointment or removal of the Executive Director;
B. Removal of Officers;
C. Authorizing a binding agreement or contract with any corporation, partnership or joint venture not allocated for in that year's budget or otherwise contemplated by the Organization's financial policies;
D. Authorize the purchase, sale, lease, or mortgage or disposal of any real property owned, held, or leased by or to the Organization not covered in financial policies;
E. Authorizing the guarantee by the Organization of the debt of others;
F. Approval of the Organization's annual budget and amendments;
G. Authorizing the incurrence of debt by the Organization above a limit set by the Board from time to time; and
H. Authorizing the lease, sale or encumbering of all, or substantially all, of the assets of the Organization, a merger of the Organization or the dissolution of the Organization (which also require approval of two-thirds of the Members).

Section 3.08 Minutes

Minutes will be taken at all meetings for the purpose of documenting good governance and due diligence.

Article IV. Officers

Section 4.01 Officers

The Officers of the Organization shall be a President, President-Elect, and Secretary/Treasurer. The Board may appoint other agents as the Board deems necessary or convenient for accomplishing the purposes of the of the organization. No person may hold more than one officer role at a time, and no Officer will execute, acknowledge, or verify any instrument in more than one capacity.

Section 4.02 Terms, Resignation

The term of office of all Officers will commence upon their election or appointment by the Board at the Annual Meeting and will continue until the next annual meeting of the Organization and until their respective successors are chosen or until their resignation or removal. Any Officer may be removed from office, with or without cause, by a super majority vote (two-thirds majority) of the full Board of Directors then in office, whenever in their judgment the best interest of the Organization will be served. The affirmative vote of a majority of the Directors present at a meeting may fill an Officer vacancy.

An Officer may resign by written notice to the Organization. The resignation will be effective upon its receipt by the Organization or at a subsequent time specified in the notice of the resignation.

Section 4.03 Duties of Officers

The officers of the Association, President, President Elect, Secretary/Treasurer will serve as the Executive Committee. The roles and responsibilities of each officer are defined below:

A. PRESIDENT – (2-year term) – The President shall chair all meetings of the Board of Directors, as well as any special meetings of the organization. The Board President shall chair the Executive Committee. The role of the President shall be to advance the strategic plan/vision of the organization. The President shall also be an ex-officio member of all mParks committees. The President shall select two Presidential Appointees to serve on the Board of Directors (2-year term) based on current or future Board initiatives.
B. PRESIDENT ELECT (2-year term) – The President Elect shall chair meetings of the mParks Board of Directors in the absence of the President. The President Elect shall chair the Governance Committee. The President Elect shall lead the search process to select the member that will serve as the mParks Annual Conference and Trade Show Chairperson during the President Elect's term as President. The Board of Directors shall approve the President Elect's appointment of the Conference and Trade Show Chair via a majority vote. The President-Elect should have served at least one year prior to appointment.
C. SECRETARY / TREASURER (2-year term) – The Secretary/Treasurer shall be responsible for recording meeting minutes of the mParks Board of Directors, issuance of all official notices, custodian of records, and keeper of the meeting roll. They will also maintain and improve the financial stability of the Association. The person in this position will chair the Ways and Means Committee.

Other Board Members Authority

A. PAST PRESIDENT (2-year term) – The immediate Past President shall serve on the Board of Directors in an ex-officio capacity. Members serving in an ex-officio capacity provide input and direction to the Board of Directors, however they do not retain voting privileges. The immediate Past President shall serve on the Hall of Fame sub-committee and be a member of the Past President Focus Area.
B. TWO (2) DIRECTORS AT LARGE (2-year term) – The Directors at Large are elected by the mParks membership to serve on the Board of Directors. Each Director at Large will serve on 2 official mParks member led committees (i.e., Public Policy, Professional Development, Diversity, Equity & Inclusion or Professional Recognition). These positions should be elected on a staggered basis. The President shall determine the committee assignment.
C. TWO (2) PRESIDENTIAL APPOINTMENTS (2-year term) – the President selects the Presidential Appointments to serve on the Board of Directors, with an emphasis focused on current Board initiatives. The Board of Directors shall approve each Presidential Appointment via a majority vote. These positions should be appointed on a staggered basis.

Article V. Committees

Section 5.01 Member Led Committees

There shall be member led committees similar to, but not limited to:

A. Professional Development Committee
The Professional Development Committee creates comprehensive plans for the professional growth of the membership, including education and training opportunities, certifications, and the annual mParks Conference & Trade Show.

B. Public Policy Committee
The Public Policy Committee monitors state and federal legislation related to parks, tourism, recreation, and natural resource issues, suggests positions to the mParks Board of Directors, and keeps the membership informed.

C. Professional Recognition Committee
The Professional Recognition Committee recognizes professional excellence through an awards program that notes outstanding contributions to the Association, the profession, and community service. The mParks Hall of Fame Committee is a sub-committee of the Professional Recognition Committee.

D. Diversity, Equity, and Inclusion Committee
The Diversity, Equity and Inclusion Committee focuses on creating inclusive and equitable opportunities within the Association as well as for the communities the membership serves.

Section 5.02 Board of Directors Led Committees

There shall be Board of Directors led committees as follows:

A. Executive Committee
The Executive Committee consists of the Board President, President-Elect and Secretary/Treasurer. The Executive Committee is chaired by the sitting Board President. The Executive Committee, to the extent provided in said resolution, shall have and may exercise the powers of the Board in the management of the business and affairs of the Organization, except that such Executive Committee will not have the power or authority to:
   a. Amend the Articles of Incorporation;
   b. Adopt an agreement of merger or conversion;
   c. Recommend to the Members the sale, lease, or exchange of all or substantially all of the Organization's property and assets;
   d. Recommend to the Members the dissolution of the Organization or a revocation of a dissolution;
   e. Amend the Bylaws of the Organization;
   f. Fill vacancies on the Board;
   g. Terminate Membership;

B. Governance Committee
The Governance Committee is responsible for nominations, recruitment, and orientation for the mParks Board of Directors, as well as assessment and oversight of the Association, including the Bylaws, Board policies and strategic planning. The Governance Committee is chaired by the sitting President-Elect who may also recruit current mParks members in good standing.

C. Ways and Means Committee
The Ways and Means Committee reviews and makes recommendations to the mParks Board of Directors and Executive Director, in order to maintain and improve the financial stability of the Association. The Ways and Means Committee also provides annual budget recommendations. The

Ways and Means Committee is chaired by the sitting Secretary/Treasurer who may also recruit current mParks members in good standing.

Section 5.03 Quorum and Voting

A committee meeting quorum will consist of a majority of Director and committee members present. Unless otherwise stated, action by the committee will require a majority vote of those Directors and committee members present at a quorum.

Section 5.04 Term of Service and Frequency of Meeting

A minimum term of committee service is one (1) year. The committee shall meet as needed.
The organization's Executive Director is an ex-officio non-voting member of all committees.

Section 5.05 Other Committees

At its discretion, the Board of Directors or Board President shall appoint committees to address special needs of the organization, as they arise. The composition of the committee and length of terms shall also be at the discretion of the appointing body.

Section 5.06 Committee Minutes

Each committee will appoint a recording secretary to capture committee meeting notes for the purpose of documenting good governance and due diligence. Committee minutes will be archived by mParks staff and available to Director and members.

Committees may conduct business electronically to all committee members. Documentation of electronic votes will be kept with committee minutes.

Article VI. Amendments

The Board of Directors may amend or repeal these Bylaws by super majority vote of two-thirds of the Directors then serving with 30 days-notice of all changes prior to voting.

Article VII. Fiscal Year

The fiscal year shall be January 1 to December 31.

Article VIII. Dedication of Assets

Section 8.01 Dissolution and Liquidation

If the organization's purposes fail or if the organization ceases to be approved as a tax-exempt organization under the federal internal revenue code, and such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the organization's assets and accumulated income shall be distributed at the discretion of the Board of Directors best accomplishing the purposes for which this organization was formed. An organization receiving such distribution must be qualified as tax-exempt under section 501(c)(3) of the Internal Revenue code of the corresponding provisions of any subsequent federal tax laws. The organization shall be dissolved after all its property has been distributed.

Section 8.02 Indemnification

The Organization may indemnify a person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee, non-director volunteer, or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, partner, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Organization or its shareholders or members. The Organization shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Organization except to the extent authorized under Section 564c of the Act.