

BYLAWS

ARTICLE I. NAME

The name of this Corporation shall be the Society of Outdoor Recreation Professionals (SORP).

ARTICLE II. NONPROFIT STATUS AND PURPOSE

SORP is a 501(c)(3) nonprofit organization incorporated in the state of Minnesota. Said corporation, herein referred to as the Society, is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. VISION, MISSION, AND OBJECTIVES

Vision: SORP is the voice for advancing the outdoor recreation profession.

Mission: To promote, advance, and serve outdoor recreation professionals in research, planning, management, and policy development.

Objectives: The objectives of the Society are to (a) provide a professional support network for outdoor recreation professionals (e.g., planners, managers, researchers, policy makers, and administrators), (b) serve as a conduit for information and technology transfer, (c) advance educational and professional development, (d) promote the scholarship and advancement of students and young professionals, and (e) provide leadership on contemporary policy issues relevant to outdoor recreation.

ARTICLE IV. MEMBERSHIPS AND DUES

Section 1. Membership in the Society shall be open to persons or organizations having an interest in outdoor recreation resource research, planning, management, and/or policy development. Categories of membership are:

1. Professional
2. Professional Group
3. Student
4. Retiree

An active member shall be entitled to all rights and privileges which shall include the right to vote, hold office and serve on committees, and shall be eligible for the services of the Society. Each member is granted one voting right in Society elections and any changes that require a membership vote.

Section 2. Dues for membership in the Society shall be set by the Board of Directors to ensure fiscal soundness of the organization.

The Board of Directors, as defined in Article V, Section 1, shall have the authority to raise membership dues to ensure the fiscal soundness of the organization. The Board shall not raise membership dues more than 10% in any given year unless approved by a two-thirds majority of the SORP membership voting in a ballot measure.

Membership is granted upon receipt of annual dues and shall be active for one year from the date payment is received.

The Board, upon special request and demonstration of financial need, may grant a fee waiver or reduction.

**ARTICLE V.
BOARD OF DIRECTORS, EXECUTIVE BOARD AND OFFICERS**

- Section 1.** The Board of Directors of the Society shall consist of the officers and six at-large members. Board members receive no compensation other than reasonable expenses.
- Section 2.** A quorum of the Board of Directors is composed of a minimum of six Board members present at a meeting. Once a quorum is reached, a motion may pass with a simple majority of those present.
- Section 3.** The Executive Board of the Society shall be a President, two Vice Presidents, Secretary, and Treasurer; and shall perform the duties prescribed by these bylaws and parliamentary authority adopted by the Society. A quorum of the Executive Board is reached when a minimum of three Executive Board members are present at a meeting. The Executive Board may be convened at the call of the President to make decisions or take actions in a timely manner or when the President determines that action by the full Board of Directors is not required. Any decisions or actions on the part of the Executive Board shall be reported to the full Board of Directors at the next scheduled Board of Directors meeting and will be subject to review and approval by the Board of Directors.
- Section 4.** Candidates for the Board of Directors of the Society shall be proposed, at least six weeks preceding the society's annual meeting by the Board of Directors. The Vice President of Development will oversee the nominations process. Executive Board candidates must be Society members for at least one year, unless accepted by the current Board of Directors. The Board of Directors shall approve all nominations for members of the Board of Directors.
- Election of the Board of Directors will be held at the Annual Meeting by online or written ballot. The winners shall be those candidates receiving the greatest number of votes from the Society's members.
- The Secretary shall provide ballots to the membership at least two weeks prior to the Annual Meeting. In the event of a tie there will be a secret ballot vote by the Board of Directors, excluding any members of the Board of Directors under consideration for the contested office, with the winner being determined by simple majority. In the event that there is still a tie, the Board of Directors will discuss the tied candidates and choose the one with the best qualifications.
- Should an open Board position not be filled during the annual election, the Board shall elect a replacement by majority vote.
- Section 5.** Members of the Board of Directors shall serve for two years or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting in which they are elected.
- Section 6.** No member shall hold more than one office at a time.
- Section 7.** Any member of the Board of Directors desiring to resign from the Board shall submit his/her resignation in writing to the Secretary, who shall, in turn, present it to the Board.

The Board shall elect a replacement by a majority vote to serve for the remainder of the term.

Section 8. A member of the Board of Directors shall be terminated from the board due to excess absence, inactivity or significant harm to the organization. Excess absence is defined as more than three unexcused absences from board meetings in a year. A three-fourths vote of the remaining directors is required for a board member termination.

ARTICLE VI. DUTIES OF THE BOARD OF DIRECTORS

Policies governing the detailed responsibilities of each position shall be determined by the Board of Directors.

Section 1. The President shall be the presiding officer of the Society. The President may appoint standing or temporary committees and call meetings of the Board of Directors or the Executive Board to conduct the business of the Society. The President shall chair the annual audit. The President will serve a two-year term commencing in odd-numbered years.

Section 2. The Vice President for Operations, in the absence of the President, shall discharge the duties of the President. The Vice President for Operations is responsible for oversight and coordination of committee activities and administration of the Society. The Vice President for Operations will serve a two-year term commencing in odd-numbered years.

The Vice President for Development is responsible for oversight of the annual awards program, financial development, policy development, conference planning, and board development. The Vice President of Development, in the absence of the President and Vice President of Operations, shall discharge the duties of the President. The Vice President for Development will serve a two-year term commencing in even-numbered years.

Section 3. The Secretary shall keep a correct record of all proceedings of meetings of the Board of Directors and the Executive Board. The Secretary shall submit a written summary of Executive Board meetings and Board of Directors' meetings to the Board of Directors in a timely manner. The Secretary will serve a two-year term commencing in even-numbered years.

The Secretary has oversight responsibility for the Society's communications, which include, but are not limited to: newsletters, annual report, press releases, member emails, conference request for proposals and registration materials, election ballots, and annual awards information. The Secretary also has oversight responsibility of the Society's scholarship and professional development activities.

Section 4. The Treasurer oversees the management of the organization's finances. He/she shall keep an accurate account of all financial transactions of the Society, shall be custodian of all funds, and shall disburse them as approved by the Board of Directors. He/she shall provide periodic reports to the board regarding account balances, and shall prepare a detailed financial report at the close of the fiscal year. The Treasurer is also responsible for filing the appropriate forms with the IRS. The Treasurer will chair the Finance Committee. The Treasurer shall serve a two-year term commencing in odd-numbered years.

Section 5. At-large members shall serve a two-year term, with half of the at-large members commencing their terms in odd-numbered years; and half commencing their terms in even numbered years.

ARTICLE VII. MEETINGS

- Section 1.** Board Meetings to conduct the business of the Society shall occur at least eight times each year. Meetings via conference call are acceptable.
- Section 2.** An Annual Meeting open to all members of the Society shall be held at a place selected by the Board of Directors. The purpose of the Annual Meeting shall include the installation of officers, a state of the organization address that includes a report on the activities and financial status of the Society, and an opportunity for members to provide feedback and raise issues.
- Section 3.** Special meetings of the membership may be called by the President, the Board of Directors, or on written request to the President signed by at least fifteen members of the Society. The purpose of the meetings shall be stated in the requests and at least thirty days' notice must be given except in cases of extreme urgency.
- Section 4.** Those members of the Society present at a meeting shall constitute a quorum. A simple majority vote of members present is required to approve actions.
- Section 5.** The Board of Directors shall have general supervision of the affairs of the Society between Annual Meetings, and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the order of the Society.

ARTICLE VIII. ADVISORY POSITIONS

Non-voting advisory members may be appointed by the President to represent federal agencies or other organizations or groups, subject to approval by the Board of Directors. Advisors shall serve as a point of contact with the organization, and will facilitate communications between SORP and his/her organization.

ARTICLE IX. COMMITTEES

The following committees shall be standing committees:

Audit Committee: Chaired by the President. The committee will audit the financial records.

Awards Committee: Chaired by a Board member appointed by the President, with oversight responsibility from the Vice President of Development. The committee will recommend nominees for the Society's award categories.

Conference Committee: Chaired by a Society member(s) appointed by the President, with oversight responsibility from the Vice President of Development. The Conference Chair(s) will organize the Annual Conference in conjunction with the Annual Meeting. The Conference Chair(s) is a non-voting board member.

Education and Professional Development Committee: Chaired by the Secretary. The committee is responsible for overseeing the Society's scholarship program, maintaining the Society's academic webpage, and coordinating additional education and professional development related projects and opportunities.

Finance Committee: Chaired by the Treasurer. The committee will be responsible for developing annual budgets and fiscal policy.

Membership and Communication Committee: Chaired by a Board member appointed by the President, with oversight responsibilities from the Vice President for Operations. The committee is responsible for developing a strategy and schedule for association communications, as well as for developing strategies to recruit and retain members, and recommending member services and benefits. The committee, in coordination with the Association Manager, shall keep an accurate account of the membership, maintain a descriptive profile of Association members.

Development Committee: Chaired by the Vice President for Development. The committee is responsible for financial development, policy development, and Board development.

Additional standing committees may be created and dissolved by the Board of Directors. Ad hoc committees may be created and dissolved by the President with approval by the Board of Directors.

ARTICLE X. AUDITS

Each year the President, with the approval of the Board of Directors, will chair a three-member committee to audit the Society's financial records from the previous year. Every five years, the Society's financial records shall be audited by an external reviewer in coordination with the audit committee. The audit committee shall report their findings in writing, to the Board of Directors. Such audit shall be made a permanent record and shall be made available to the membership via the annual report.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall govern the Society in all situations not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE XII. AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of members attending the Society Annual Business Meeting, or by two-thirds vote of membership voting on a Board-approved amendment submitted to members by mail or electronic means.

These Bylaws were approved by the membership, and were adopted by the Board of Directors on March 8, 2017.