

Nevada Park and Recreation Society Constitution and Bylaws

Constitution

July 2018

ARTICLE I NAME

This organization shall be known as the NEVADA RECREATION AND PARK SOCIETY, a state affiliate of the NATIONAL RECREATION AND PARK ASSOCIATION. This Society shall be a nonprofit organization that offers voluntary membership to all professionals and laypersons that have interests in the field of recreation and parks in the state of Nevada. Its main purpose shall be to promote the growth and development of Nevada recreation and parks.

ARTICLE II MEMBERSHIP

Membership in this Society shall be open to individuals and groups in agreement with, and acceptance of, the aims and objectives of this Society.

ARTICLE III EXECUTIVE BOARD (7)

The officers of this Society shall be as follows and shall be residents of the state of Nevada.

1. President, second year of a three-year commitment.
2. Past President, third year of a three-year commitment.
3. President-elect, first year of a three-year commitment
4. Two Vice-Presidents, one (1) from the North and one (1) from the South, elected to serve a two-year term, staggered between the North and the South.
5. Secretary, elected to serve a two-year term, staggered with the Treasurer.
6. Treasurer, elected to serve a two-year term staggered with the Secretary.

The executive board shall:

1. Meet regularly;
2. Respond to special requests or concerns;
3. Review action items and prepare them for board action;
4. Report on the operations of NRPS; and
5. Recommend necessary appointments to complete an unexpired term of any Officer;
6. Establish the agenda with appropriate notice for board meetings.
7. Comply with Conflict of Interest Policy

ARTICLE IV BOARD OF DIRECTORS (15)

The Executive Board shall consist of:

1. The Executive officers of this Society
2. Eight (8) members at large (MAL) elected from and by the general membership, four (4) from the Northern District and four (4) from the Southern District, to serve

Nevada Park and Recreation Society Constitution and Bylaws

alternating two-year terms.

ARTICLE V COMMITTEES

The President, with the approval of the Executive Board, shall appoint for his/her term of office, chairs for the following standing committees:

Section 1 Conference Committee

Section 2 Standing Committees

- a. Awards
 - Park Excellence
 - Program Excellence
- b. Constitution and Bylaws
- c. Membership
- d. Communications
- e. Professional Development and Education
- f. Ways and Means
- g. Audit
- h. Finance
- i. Archive
- k. Leadership
- l. Legislative

Section 3 Resource Committees

Discipline committees are authorized by the board to represent content areas, such as aquatics, arts and culture, programming, sports, and the like when petitioned by a group of individuals demonstrating there is sufficient demand or interest to establish a committee that meets the needs of a group of participants. Committees may be organized for a fixed period of time or for an indefinite period. Committees will report their general committee business and financial operations to the Board of Directors. Committees will elect officers and report that to the Board. Committees may represent single or both regions.

Section 4 Special Committees and Task Forces

May be formed to serve an immediate and single purpose and may be created or dissolved by the President. Membership and chairmanship of the special committees and task forces are open to all Society members.

ARTICLE VI TERMS AND DISSOLUTION

Section 1 This Constitution and By-Laws may be amended by two-thirds (2/3) vote of the voting members present at the Annual Workshop Conference business

Nevada Park and Recreation Society Constitution and Bylaws

meeting or at a special meeting called for this purpose, provided that the amendment has been approved by the Executive Board or has been proposed at the previous meeting and mailed or electronically transmitted to the voting membership at least two (2) weeks prior to the time set for acting on the amendment.

Section 2 The Constitution and By-Laws may be amended by a mail and/or electronic vote when two-thirds (2/3) of the returned ballots indicate approval. A notice containing the proposed amendment and ballot for voting shall be provided to each voting member forty-five (45) days prior to the proposed effective date of the change, and will follow notification procedures as outlined in Article VII, Section 2, of the By-laws. The notice will also be accompanied by statements to cover the reason for the change.

Section 3 An amendment proposed outside of this Society's regular business meeting shall be submitted in writing and signed by at least three (3) voting members and sent to the President who shall refer the proposal to the Constitution Committee for study. After the study has been made, the Executive Board shall determine what further action shall be taken.

Section 4 Dissolution of the Society shall require three quarters (3/4) vote of all the members of the Board of Directors then in office. Any such dissolution shall become effective 30 calendar days after the vote. Assets of the Society shall be donated to other 501 (c) 3 and/or governmental organizations in the State of Nevada with the purpose of promoting parks and recreation opportunities. Approved by the Board of Directors for the disbursement of assets is required.

BY-LAWS

ARTICLE I ADDRESS

Section 1 The permanent addresses of the Society shall be the permanent P.O. Box of the South district.

Section 2 The Vice President in each District shall ensure that all correspondence is properly forwarded to the appropriate officers and officials of the Society in their District.

ARTICLE II MEMBERSHIP CATEGORIES

Section 1 The following are the Annual membership categories of this Society:

Nevada Park and Recreation Society Constitution and Bylaws

Individual Memberships	
Student Member	There is no fee for full or part time students as long as they are not employed full time in the field. Student members would be those enrolled in high school, college, or university with an interest in parks and recreation. A student member must volunteer 25 hours of service to the Society each year.
Associate Member	Includes persons who are employed part-time or volunteer within the recreation and parks field, or lay people who subscribe and agree to the goals of the society.
Professional Member	Includes persons who are or have been employed full time in an executive, leadership, or supportive staff capacity within a public or private agency or department of recreation or parks or educational institution.
Retired Professional Member	Includes persons retired from employment in the recreation and parks field.
Advocate Member	For citizen advocates of recreation and parks – including those who serve on park and recreation boards or advisory councils; in elected or appointed civic roles such as commissioners, mayors, town council members and citizen volunteers. (Agency packages provide for complementary Advocate Memberships)

Membership Benefits include information on conferences and institutes, statewide membership directory, invitations to quarterly luncheons or meetings, scholarships and awards, and executive board involvement.

- a. NRPS Newsletter
- b. Member discounts to training opportunities/events
- c. Specialized section and regional networking
- d. State and regional member and agency recognition
- e. Attendance to NRPS Lunch and Learn functions

Silver State Premier Agency Package

This all-inclusive membership package provides agencies with maximum value and convenience to NRPS’s exceptional tools and resources. With the Silver State Premier Package, your entire

Nevada Park and Recreation Society Constitution and Bylaws

team can make the most of both the individual membership benefits and the exceptional premier membership benefits listed below.

Premier Services Include:

- a. NRPS Newsletter
- b. Additional member discounts to training opportunities/events
- c. Specialized section and regional networking
- d. State and regional member and agency recognition
- e. Audit Training Services and/or “Secret Shopper” services
- f. One-time annual training service up to \$250 value.
- g. Job posting/marketing services through the NRPS website
- h. Resources for interview panel recruitment
- i. LEAD Institute scholarship
- j. 5 free “buddy” passes for NRPS Lunch and Learns.
- k. Link to printable templates from the NRPS website
- l. Monthly NRPS “Silver Lining’s” email
- m. Access to free webinar trainings

Commercial Memberships	
Individual Commercial Membership	Includes all vendors, commercial and for profit organizations who subscribe and agree to the aims and objectives of the Society.
Commercial Membership Package	Includes 3 Individual Memberships, recognition on the NRPS website as a preferred partner, 10% discount on vendor booth at NRPS Annual Conference, and additional opportunities to access NRPS members. Potential Lunch and Learn appearances.
Agency Packages	
Agency Package 1	Includes membership for 1-5 individual, Professional members and up to 5 Advocate* memberships. Additional Professional Memberships can be added and additional Advocates* can be added for a reduced fee.
Agency Package 2	Includes membership for 6-20 individual, Professional members and up to 20 Advocate* memberships. Additional Professional Memberships and additional Advocates* can be added for a reduced fee.
Agency Package 3	Includes membership for 21-50 individual, Professional members and up to 50 Advocate* memberships. Additional Professional Memberships and Advocates* can be added for a reduced fee.

Nevada Park and Recreation Society Constitution and Bylaws

Agency Package 4	Includes membership for 51-150 individual, Professional members and up to 150 Advocate* memberships. Additional Professional Memberships and additional Advocates* can be added for a reduced fee.
-------------------------	--

Section 2 The Executive Board, on the recommendation of the membership committee, shall establish yearly membership dues. A three-fourths ($\frac{3}{4}$) majority of all eligible Board members will be required for any dues increase.

Section 3 Annual membership dues shall be payable 365 days from the date the dues are paid. Any member who fails to pay dues within sixty (60) days shall be considered delinquent. During the period of delinquency, the member shall forfeit all rights and privileges of membership in this Society.

Section 4 Members in good standing shall include all voting and non-voting members who have been approved by the Membership Committee. They shall be entitled to:

1. A yearly membership card.
2. A Certificate of Membership.
3. Access to the Constitution and By-Laws.
4. Be placed on electronic contact list to receive pertinent Society information.
5. Be referred to a committee and/or nominated for appropriate Board of Directors positions as identified in Section 5 (1).

Section 5 Voting and non-voting members shall be described as follows:

1. Voting members shall include those Professional, Retired Professional, Associate, Student, Advocate and Honorary Members, and the designated representatives of Agency memberships in good standing.
 - a. Professional, Retired Professionals, and designated Honorary Members may be nominated as officers or members of the Executive Board.
 - b. Associate, Advocate, and Student, members may be nominated as Members- At-Large on the Board of Directors.
2. All membership classifications not listed in Article II, Section 5(1) of the Bylaws, as compared to Article II Section 1, shall be non-voting member classifications.

ARTICLE III DISTRICTS

Section 1 This Society shall be divided geographically by the thirty-eighth (38) degree parallel, splitting the state into Northern and Southern Districts.

Section 2 Each Vice President shall serve as Chair of a District.

Nevada Park and Recreation Society Constitution and Bylaws

ARTICLE IV DUTIES OF OFFICERS AND ELECTED DELEGATES

Section 1 The duties of the officers shall be those usually performed by such officers.

Section 2 Each officer and elected delegate shall prepare a year-end report for presentation to the Executive Board.

Section 3 The President shall:

1. Act as the presiding officer of this Society, the Executive Board and Board of Directors.
2. Appoint chairs of NRPS standing committees.
3. Have the power to fill any vacancies on the Executive Board per recommendations from the Nominating Committee and/or Past President.
4. Develop an annual set of goals and outcomes for the NRPS Board and committees and ensure committees develop annual work plans.
5. Assist in coordinating the work of the Vice Presidents and committees.
6. Interpret the policies and decisions of the Executive Board to committee chairs and the membership at large.
7. Administer and supervise the work of committees and the officers of the Board of Directors.
8. Make reports and prepare agendas prior to all Executive Board meetings.
9. Act as official representative and speaker for the Society.
10. Establish and maintain communication and good working relationships through correspondence and personal contacts with kindred professional organizations and closely related groups and agencies.
11. Stimulate through written and electronic correspondence, and oral expression, progressive thinking toward the development of a high standard of professionalism within the membership.
12. Be responsible for securing from all committees, officers, and elected delegates year-end reports to be included in the President's year-end report that is made available to the members of the Society.
13. Be eligible for nomination for any elected position in this Society after serving a term as Past-President.
14. Tally vote of election results with the President-Elect and one other member who is not a candidate for office on the Nomination Committee.
15. Be the deciding vote for the Board of Directors.

Section 4 The President Elect shall:

1. Attend all meetings of the Executive Board and Board of Directors and become acquainted with the duties of the President.
2. Serve as President in the absence of the President.
3. Serve as chair of the Annual Workshop/Conference Committee.
4. Assume the Presidency at the expiration of the term of the incumbent.

Section 5 The Past President shall:

1. Serve as chair of the Legislative Committee.

Nevada Park and Recreation Society Constitution and Bylaws

2. Serve as chair of the Nominating Committee.
3. Assist the President-Elect with the Annual Workshop/Conference.
4. Serve as chair of the Audit Committee
5. Serve on the Executive Board and Board of Directors
6. Perform other duties as assigned by the President or Board of Directors

Section 6 Each Vice-President shall:

1. Assist the President and President-Elect as requested.
2. Serve as substitute for the President-Elect, from that District in case of the President-Elect's absence.
3. Automatically become President-Elect in the event a vacancy occurs in the President-Elect's office, providing the President-Elect was from the same District.
4. Serve as chair to the District to which he or she was elected.
5. Conduct regular District meetings.
6. Coordinate the activities of the Society with members of that District.
7. Convey significant information to and from the local District.
8. Be elected by the members of the local District during the annual election.
9. Chair the Membership Committee for their respective District.
10. Serve on the Executive Board and Board of Directors
11. Perform other such duties as assigned by the President or Board of Directors.

Section 7 The Secretary shall:

1. Be responsible for keeping accurate records of the business of the Society.
2. Be responsible for sending all proper notices of all meetings to those who should receive them.
3. Be responsible for distributing minutes of all Executive Board meetings to members in good standing.
4. Serve as the Archive Committee Chair.
5. Update the Executive Handbook as needed.
6. Maintain CEU records.
7. Perform other such duties as assigned by the President or Board of Directors.

Section 8 The Treasurer shall:

1. Receive and hold all funds of the Society.
2. Disburse funds authorized by the President or Board of Directors by check or purchase card (all requests not previously authorized shall be co-signed by the Treasurer and one other officer as designated by the President).
3. Prepare and present a budget to the Executive Board and Board of Directors at least one month prior to the close of the previous fiscal year.
4. Serve on the Membership Committee.
5. Maintain current taxes.
6. Provide year to date budget monthly reports to the Board of Directors.

Nevada Park and Recreation Society Constitution and Bylaws

7. Submit documentation and remit required fees to the State of Nevada to maintain the Society's non-profit status.

Section 9 Members at Large shall:

1. Chair the Communications Committee, when assigned.
2. Maintain social media sites.
3. Develop and distribute quarterly newsletter.
4. Shall participate on standing committees as a committee chair or committee member as assigned by the Board of Directors.
5. Serve as liaison to an assigned area of responsibility and/or the general membership, as required, for the President and the Board of Directors.

Section 10 All Officers of this Society shall:

1. Assume their respective duties after taking the oath of office administered during the installation of officers at the Annual Workshop Conference. In such case that a Conference is not scheduled, the officers shall assume their duties on the 15th day of May.
2. Hold office until their successors qualify and are elected or appointed.
3. Comply with and uphold all provisions of the constitution and bylaws.

ARTICLE V DUTIES OF BOARD of DIRECTORS

Section 1 The Board of Directors shall:

1. Carry out the policies and instructions of this Society, and take official action at such times as this Society is not convened in general business session.
2. Meet at the call of the President, or as requested by the majority of Board members.
3. Approve the annual budget of this Society and all other non-budget expenditures costing over \$100.00.
4. Approve all committees' procedural manuals (strategic plans, guidelines, operations codes etc.) and any subsequent revisions.

ARTICLE VI DUTIES OF STANDING COMMITTEES

Section 1 The Annual Conference Committee shall:

1. Be chaired by the President-Elect. The Past President will serve on the committee.
2. Consider the rotation of the Annual Workshop Conference between the Northern and Southern Districts.
3. Establish the Conference site.
4. Schedule the installation of officers and presentation of awards.
5. Establish a conference program of speakers, sessions, meals and so forth.

Nevada Park and Recreation Society Constitution and Bylaws

6. Develop and distribute literature about the conference and prepare a conference program brochure.
7. Submit final Conference Reports, including final revenues and expenses, to the Board of Directors

Section 2 The Constitution and By-Laws Committee shall:

1. Annually review the Constitution and By-Laws for necessary changes.
2. Prepare amendments for vote by qualified members as described in Article VI Sections 1-3 of the Constitution.
3. Assist the Historical Committee in maintaining the history of the Society.
4. Communicate revisions in the Constitution and By-Laws to the Membership.
5. Amendments to Bylaws – clerical corrections to the bylaws may be made at the discretion of the President and approved by the Board of Directors.

Section 3 The Archival Committee shall:

1. Be chaired by the Secretary.
2. Assist the Secretary in maintaining the history and records of this Society through a written narrative and scrapbook or other media.
3. Keep these records in a permanent location, including physical and/or electronic storage.

Section 4 The Legislative Committee shall:

1. Be chaired by the Past-President.
2. Define and study issues relevant to recreation and parks.
3. Research laws and regulations relative to the development of recreation and parks.
4. Report findings and/or make recommendations to address issues, laws, regulations, and other areas of concern and/or interest to the Society.
5. Propose legislation and lobby for bills reflecting the aims of the Society.
6. Prepare a year-end report on Board accomplishments for distribution to the general membership.

Section 5 The Membership Committee shall:

1. Be chaired by the Vice President for each District.
2. Assist the Vice Presidents and Treasurer in recruiting a maximum number of active members.
3. Publicize and promote membership activities.
4. Make available, to members only, the membership list and application forms.
5. Maintain and update current information on members.
6. Distribute information on the benefits of Society membership.

Section 6 The Nominating Committee shall:

1. Be chaired by the Past-President.

Nevada Park and Recreation Society Constitution and Bylaws

2. Consist of no less than four (4) members to include the President, President-Elect, and one other member who is not a candidate for office.
3. Obtain written consent from a potential candidate before placing their name on the ballot.
4. Represent a cross-section of interest and residency.
5. Select and nominate those members of the Society who, because of their demonstrated interests, are deserving of assuming Society leadership.
6. Prepare a slate of nominees to be made available by the chair to qualified voting members as described in Article II, Section 5, (1), of the By-Laws not later than 45 calendar days prior to the Annual Conference business meeting, or by the 15th day of May if a Conference is not held (see Article IV, Section 9, (1), of the By-Laws).
7. Consider an annual rotation of the Presidency between the Northern and Southern Districts.

Section 7 The Communications Committee shall:

1. Be chaired by a Member-at-Large.
2. Be responsible for editing, publishing and distributing, at least three (3) attractive news bulletins per year to all members.
 - a. Staff the Web Site subcommittee.
 - b. Staff the Publications subcommittee.
3. Market the image of the Society, as appropriate.
4. Create projects and new ideas to promote interest in the Society.

Section 8 Audit Committee

1. Every 3-years, on a rotating basis, conduct an audit of membership services to assess the effectiveness of services, consistency with the NRPS mission/vision, fiscal responsibility, committee membership structure, and make recommendations for change, addition, revision, or elimination of responsibilities
2. Audit committee is composed of Members at Large of the NRPS Board
3. Audit final reports made available to all members. Committees included in the review process include:
 - a. Nominating Committee
 - b. Awards Committee
 - c. Membership Committee
 - d. Annual Conference Committee
 - e. Membership Committee
 - f. Communications Committee
 - g. Professional Development and Education Committee
 - h. Finance Committee
 - i. Archival Committee
 - j. Ways and Means Committee

Nevada Park and Recreation Society Constitution and Bylaws

Section 9 Awards Committee

1. Organize a committee representative of both regions
2. Create a schedule for the awards process, commencing in January annually, and being completed at least one month prior to the NRPS Conference
3. Advertise and recruit nominees for awards
4. Work directly with agencies and individuals to recruit nominees for awards
5. Provide the Communications Committee with the schedule at least 3 months and preferably 6 months prior to opening award nominations for posting. Review and recommend changes in the awards process to the NRPS Board
6. Review the criteria for awards and recommend updates/revisions, as appropriate to the NRPS Board
8. Work with the appropriate VP to rewrite the Awards Committee bylaws to remove from the conference planning committee structure
9. Gather a list of all previous awards winners
10. To review and revise the existing bylaws and propose operating procedures for the committee

Section 10 Professional Development and Education Committee

1. Responsible for all education and training opportunities for NRPS with the exception of the annual conference, Leadership Institute, and aquatics committees
2. Organize the Lunch and Learn programs in each region to be delivered on the same day
3. Schedule same programs 3 months out with speakers and 6 months out with dates
4. Coordinate education activities with the Leadership Institute, conference planning committee, professional development committee, and the ways and means committee, and the 2 aquatic committees. This involves communicating with the committees to determine what training is planned.
5. Identify opportunities and needs for training for NRPS members and their agencies and either:
 - a. Provide the training
 - b. Make recommendation to an appropriate committee for training
 - c. Suggest alternative sources for training
 - d. Coordinate CEUs with the professional development committee and provide completed information to Archive Committee.
 - e. Ensure member CEU transcripts and updated.
6. Oversee Scholarship selections process

Section 11 Finance Committee

1. To develop, manage, and recommend an annual budget to the Board
2. Treasurer has primary responsibility for management and reporting of the budget

Nevada Park and Recreation Society Constitution and Bylaws

3. President, president elect, past-president, treasurer and secretary are responsible developing the annual budget.

Section 12 Ways and Means Committee

1. Work directly with the annual workshop conference committee and manage the recruitment of vendors for the annual conference.
2. Plan and conduct an average of 2 major fund raisers annually as proposed by the committee and approved by the Finance Committee, such as CPSI
3. Oversee sponsorships for the Society.
4. Make regular reports to the Board of fund raising activities
5. Work closely with the treasurer and prepare an annual budget s/he can present to the board for fund raising activity expenses and revenue
6. Propose bylaws for this committee and appropriate operating procedures

ARTICLE VII ANNUAL ELECTION PROCEDURES

Section 1 An Annual Election shall be held to elect:

1. President-Elect
2. Two (2) Vice-Presidents, one (1) from the Northern and one (1) from the Southern District, elected to serve alternating two (2) year terms.
3. Secretary, elected to serve a two (2) year term.
4. Treasurer, elected to serve a two (2) year term.
5. Eight (8) Members at Large elected from, and by, the general membership; four (4) from the Northern District and four (4) from the Southern District, to serve alternating two (2) year terms.

Section 2 Election Procedures

1. The offices and Executive Board positions, not including the special liaison delegates, shall be filled only by those members described in Article II, Section 4 of the By-Laws.
2. Voting shall be done by mail and/or electronic ballot. To be valid, the ballot must be received in the office of the Nominating Committee Chair by midnight of the date indicated on the ballot unless otherwise specified.
3. All ballots shall be counted by the President, President-Elect, and one other member who is not a candidate for office.
4. The individual receiving the highest number of votes for each office shall be declared elected by the Past President at the annual installation of officers.
5. In case of tie votes, the President shall cast a vote to break the tie. Otherwise, the President shall not vote.
6. If, for any reason, the validity of the official, tallied ballots is questioned, the election shall be declared null and void. In this instance, a new election shall be conducted utilizing the voting members who attend the Annual Workshop Conference business meeting. Original nominees shall remain in place; however, additional nominations may be made from the floor. Voting, in this emergency election, shall be conducted on written ballots.

Nevada Park and Recreation Society Constitution and Bylaws

ARTICLE VIII MEETINGS

Section 1 When Meetings will be Held

1. There shall be a combined Annual Business Meeting and Conference each year.
2. The Board of Directors shall have the authority to establish the date, time, place, and format (such as teleconferencing) for other business meetings as deemed necessary.
3. All meetings of this Society shall follow parliamentary procedures as described in the latest version of "Robert's Rules of Order".
4. The quorum for meetings shall be as follows:
 - a. Board of Directors – More than fifty percent (50%) of voting members.
 - b. Society's General Business Meeting – Fifteen (15) voting members.
 - c. Standing Committees – Two (2) voting members.

Section 2 Attendance

1. Any Board member who compiles more than three consecutive unexcused absences, or attends less than seventy-five percent (75%) of scheduled Board meetings within a calendar year, shall be considered to have resigned.
2. Excused absences are defined as absences due to an illness of the member or of a member's family, employment-related activities, or other instances as approved by the President on a case-by-case basis. Notifications of absences are to be made to the Secretary of the Executive Board.
3. Appointment to fill the unexpired term of office of a member who has resigned shall be made by the President, in consultation with the Executive Board, in accordance with the Article IV, Section 3, (3), of the By-Laws.

ARTICLE IX CONFLICT OF INTEREST

Section 1 Compliance with Conflict of Interest Policy.

1. A Conflict of Interest Policy shall be established to comply with state and federal laws and to ensure compliance for 501c3 status.
2. Annually all Board members shall sign and acknowledge the NRPS Conflict of Interest Policy.

Addendum

Nevada Park and Recreation Society Constitution and Bylaws

Conflict of Interest Policy

Policy on Conflicts of Interest and Disclosure of Certain Interests

This conflict of interest policy is designed to help directors, officers, and employees of the Nevada Recreation and Parks Society identify situations that present potential conflicts of interest and to provide Nevada Recreation and Parks Society with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and the procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

A. Outside Interests.

(i) A Contract or Transaction between Nevada Recreation and Parks Society and a Responsible Person or Family Member.

(ii) A Contract or Transaction between Nevada Recreation and Parks Society and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

B. Outside Activities.

(i) A Responsible Person competing with Nevada Recreation and Parks Society in the rendering of services or in any other Contract or Transaction with a third party.

(ii) A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with Nevada Recreation and Parks Society in the provision of services or in any other Contract or Transaction with a third party.

C. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

(i) Does or is seeking business with, or is a competitor of Nevada Recreation and Parks Society; or

Nevada Park and Recreation Society Constitution and Bylaws

(ii) Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from Nevada Recreation and Parks Society;

(iii) is a charitable organization; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of Nevada Recreation and Parks Society.

2. Definitions.

A. A **Conflict of Interest** is any circumstance described in Part 1 of this Policy.

B. A **Responsible Person** is any person serving as an officer, employee or member of the board of directors of Nevada Recreation and Parks Society.

C. A **Family Member** is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

D. A **Material Financial Interest** in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

E. A **Contract or Transaction** is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship or review of a charitable organization by Nevada Recreation and Parks Society. The making of a gift to Nevada Recreation and Parks Society is not a Contract or Transaction.

DocuSign Envelope ID: 86673CB8-1804-497C-B312-E66C178ACEEA

3. Procedures.

A. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such

Nevada Park and Recreation Society Constitution and Bylaws

person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of Nevada Recreation and Parks Society has a Conflict of Interest when he or she stands for election as an officer or for re-election as member of the board of directors.

E. Responsible Persons who are not members of the board of directors of Nevada Recreation and Parks Society or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect Nevada Recreation and Parks Society's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Nevada Recreation and Parks Society. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Nevada Recreation and Parks Society for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of Policy.

A. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

B. Each new Responsible Person shall annually complete a disclosure from identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstance might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to Nevada Recreation and Parks Society. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interests, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Nevada Park and Recreation Society Constitution and Bylaws

C. This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.