



BYLAWS OF ARIZONA PARKS AND RECREATION ASSOCIATION

ARTICLE I NAME & PURPOSE

1.1 Name. The name of the organization is ARIZONA PARKS AND RECREATION ASSOCIATION, INC. hereinafter referred to as “the Association” or “APRA”. It is an Arizona nonprofit corporation recognized as tax exempt under IRC 501(c)(6).

1.2. Purpose. The purpose of the Arizona Parks and Recreation Association is to connect, educate and inspire all who enhance the quality of life through the profession of parks, recreation, and the protection of natural resources; To operate as a nonprofit organization for the promotion, broadening and improvement of parks and recreation professionals; and To carefully adhere to all local, state, and federal laws which apply to its operation.

1.3 Bylaw Implementation. The implementation of these Bylaws shall be outlined in the APRA Manual of Procedures.

ARTICLE II MEMBERSHIP

2.1 Members. The Association shall have members as that term is defined in ARS 10-3140. Membership in the Association shall not vest in any Member any right to distributions from the Association during or after the existence of the Association but shall only entitle the Members to vote at the meetings of the Members.

2.2 Voting & Non-voting Members. Members in the Association shall be Voting and Non-voting.

2.3 Qualifications for Voting Membership. Membership in this Association shall be open to all individuals and organizations interested in the objectives and purposes of the Association, and upon payment of dues.

2.4 Voting Members. The classes of Voting Members shall be the following:

- A. Agency Members
 - Municipal Employees
 - State Employees
 - HOA Employees

- B. Individual Members



2.5 Non-Voting Members. The classes of Non-Voting Members shall be the following:

A. Industry Partners

B. Students

2.6 Member Term. Whenever the term “members” is used in these Bylaws without further modification, it refers to all members of every category. Whenever the term “voting members” is used, it refers only to the members with the right to vote on membership matters.

2.7 Member Rights. The Members shall have the power to elect Directors. The Members shall have the power to remove Directors at any time, with or without cause.

2.8 Rules and Policies. The APRA 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.

2.9 Member in Good Standing. A member in good standing is one who has paid current dues and related fees, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established, and whose membership has not been suspended or terminated.

2.10 Member Obligation to Follow Association Bylaws. Each member of APRA agrees to be bound by these Bylaws and amendments thereto, the Code of Conduct as outlined in the Manual of Procedures and by the lawful actions of the State Board of Directors and/or duly constituted committee of the Association policies and terms of event registration.

2.11 Termination. A membership shall be suspended or terminated whenever the Association, or a committee or person authorized by the Association, in good faith determines that any of the following events have occurred:

A. Resignation of member, on reasonable notice;

B. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Association;

C. Failure of a member to pay dues, fees, or assessments in the amount and under the terms set;

D. Failure to abide o the lawful decisions of any duly constituted



committee of APRA; and

E. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

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

A. Observe the APRA's Code of Conduct and Code of Ethics as prescribed by the Board of Directors in these Bylaws or otherwise,

B. To abide by the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board of Directors or its designee contrary or prejudicial to the interests and/or purposes of the Association.

The discipline shall occur only after the member has been given a fifteen (15) day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of their opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the discipline by the Board of Directors or its designee. The Board of Directors or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board of Directors is not required to follow the above procedures when imposing lesser discipline such as a private reprimand.

2.13 Annual Meeting. The Association shall hold an annual meeting of the membership during the APRA Conference & Expo where the Board of Directors will report the activities of the Association to the members, and other necessary business shall be transacted as may be properly brought before the meeting.

2.14 Special Meetings. Special meetings of the membership, for any purpose, unless prescribed by statutes, may be called by the President or by the majority of the Board of Directors, and shall be called by the President at the request in writing of five percent of the current membership. Such requests shall state the purposes of the proposed meeting.

2.15 Notice. Written notice stating the place, date and hour of the meeting must be given not less than forty-eight (48) hours before the date of the meeting. Written notice can be delivered electronically, personally, by mail or other commercially acceptable means of business communication.

2.16 Record Date. Only persons whose names stand on the membership records of the Association on the day of any meeting of Members, shall be entitled to vote at such a meeting, and every Member shall be entitled to one vote.



2.17. Proxy and Absentee voting. Absentee or proxy voting shall not be allowed at Member meetings.

ARTICLE III BOARD OF DIRECTORS

3.1 Board of Directors. The Board of Directors is the governing body of the Arizona Parks and Recreation Association and has the authority and responsibility for the supervision, control, and direction of the Association.

3.2 Composition of the Board of Directors. The Directors of the Association shall be the Officers of the Association (President, Vice President, Past President, and Secretary, and Treasurer), the Region Representatives (3 positions), Directors at Large (3 positions), and a Young Professional (1) who is younger than 35 years of age for a total of twelve (12) members who shall be referred to as the APRA Board of Directors.

3.3 Terms of Office. The terms for the offices of President, Vice President Elect, and Past President shall be one (1) year, and until their respective successors shall be elected and installed. The Secretary, Treasurer, Region Representatives (3 positions), Committee Chairs (3 positions), and Young Professional shall serve (2) two-year terms, and until their successors are elected and installed.

3.4. Start Date. All Directors shall assume office upon commencement of the annual workshop/training of incoming officers held in January of each year and shall continue to serve until the commencement of the second annual incoming officer meeting following their election, and thereafter until their successors have been elected and qualified, or until their earlier death, resignation or removal.

3.5 Term Limits. Directors serving on the State Board of Directors may serve three (3) two-year terms, with the following exceptions:

A. A person after having served (2) two-year terms and who is elected Vice President may continue to serve through his or her service as President and Past President.

B. A person who has completed three consecutive terms as a Director may, with a break in service of at least one year, serve three additional terms. The only exception is if the position cannot be filled, in which case the Board can extend term until it is able to be filled.

C. In no event may a person serve more than seven (7) consecutive years and a cumulative total of fifteen (15) years on the Board of

Directors.

3.6 Duties of the Directors. The Directors perform those duties that are usual to their positions and that are assigned to them by the Board of Directors, those duties are set forth in the Association Manual of Procedures as updated and adopted by the Board of Directors from time to time. A Director shall discharge his or her duties as a member of the Board in good faith, with the degree of care an ordinary and prudent person in a like position would exercise under similar circumstances.

3.7 Resignation. A Director may resign from the Board at any time. Resignation from the Board must be in writing and received by the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

3.8 Removal. A Director may be removed, with or without cause, by the majority vote of the Board of Directors or the majority vote of the Members.

3.9 Vacancies on the Board of Directors. If a vacancy occurs on the Board of Directors for any reason, the Board of Directors may vote to fill the unexpired portion of the term, subject to the following restrictions:

A. Region Representative. The alternate shall be a member in the same vacant region.

B. Director at Large and other Board positions. The alternate shall be subject to the same qualifications, shall be filled by the vote of the majority of the remaining Directors and be subject to the term limits set forth in these bylaws.

C. Vice President. The alternate shall be any member the State Board of Directors deems qualified.

D. Past President. The position shall remain vacant until the next election cycle where the President will advance to Past President and the Vice President shall advance to the position of President.

E. President. The Vice President shall advance to the position of President. If the Vice President for any reason does not assume the duties of President, the State Board of Directors shall have the responsibility to appoint a willing and qualified member to complete the term of that position.

3.10 In Person Meetings. Meetings of the Board of Directors shall be held at least once per quarter either in person, telephone, or via video conference. Members may attend portions of Board of Director meetings with the consent of



the Board of Directors. The location of meetings shall be determined by the Board of Directors.

3.11 Special Meetings. Special meetings of the Board may be called upon the request of the President or by a simple majority vote of the Directors.

3.12 Notice of Meetings. A notice of all meetings of the Board shall be given and/or sent to each member under supervision of the Secretary at least ten (10) days in advance of the meeting date. Notices of all meetings shall be sent out by the Secretary by mail, email, or text message. In case of an emergency, members shall be notified by text, email or telephone at least two days prior to the meeting by the Secretary or her/his designee. Notices shall be sent to the usual business or resident address or number of each Director. Notices of any meeting of the Board shall not require a statement of the business to be transacted or the purpose of such meeting, unless required by these Bylaws or by other laws.

3.13 Waiver of Notice. A Director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any Director may waive notice of any annual, regular or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

3.14 Meeting by Electronic Means. Members of the Board of Directors may participate in a meeting through use of electronic means as long as each member participating in the meeting can communicate with all of the other members concurrently.

3.15 Voting Rights. All Directors shall have equal voting rights on all matters to come before the Board.

3.16 Tie Breaking. In the event of a tie on a vote by the full board, the Executive Committee shall hold the tie breaking vote.

3.17 Directors' Obligation to Attend All Meetings. It shall be the duty of all Directors to attend all meetings of the State Board of Directors. There will be one (1) vote per Director at the State Board of Directors meetings.

A. Excused Absences. A Board of Directors member who is ill or who is temporarily incapacitated shall receive an excused absence directly from the President. The State Board of Directors member shall be allowed to miss no more than a total of two (2) Board of Directors meetings during his/her term. A proxy may be designated in place of a Director in the case of an absence in accordance with Section 3.19.



B. Unexcused Absences. A State Board of Directors member with two (2) unexcused absences from meetings of the Board is considered to have vacated the position and the Board of Directors will move forward with filling the vacancy.

It shall be the responsibility of the APRA President to notify the Board of Director member by telephone followed by a letter stating they have been removed from their position due to failure to notify the APRA Board of Directors of their absence from two meetings.

3.18 Board Action. Every act or decision done or made by a majority of the State Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. The Board of Directors may adopt rules and regulations which shall supplement and interpret these Bylaws and shall be binding and enforceable as to members and Board of Directors.

3.19 Vote by Proxy. At all meetings of the Board, a vote may be cast in person or by proxy ballot. Absentee voting is not allowed. A proxy may be granted by any Director in favor of only another Director. To be valid, a proxy must be duly executed in writing and must be received by the APRA Executive Director and President at least twenty-four (24) hours prior to the commencement of the meeting for which the proxy is given. A proxy will be valid only for the meeting (including any adjournments of that meeting) designated in the proxy. A proxy will be deemed revoked only: (a) by attending the meeting and voting in person; or (b) by delivering written notice to the person presiding over the meeting, to the Secretary, or to the designated vote tabulator of a revocation signed by the Director who granted the proxy. No proxy will be valid for a period more than 180 days after the execution of the proxy. Such vote by proxy does not relieve that Director of his or her responsibilities and duties with respect to any action taken by the Board at any meeting for which he or she has signed a proxy.

3.20 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to such action, this includes electronic communications. Documentation is required to be saved by the Association Secretary as part of the record.

3.21 Presumption of Assent. A Director who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she objects at the start of the meeting, or promptly on his or her arrival, to holding the meeting or transacting business thereat; or unless he or she delivers written notice of his or her dissent or abstention to the presiding officer before adjournment.

3.22 Director Compensation. No salary shall be paid to Directors for their



services in their capacity as Directors. By unanimous resolution of the Board of Directors, however, Directors may be reimbursed for reasonable and necessary expenses of attendance at such regular or special meetings of the Board, provided, however, nothing herein contained shall be construed or interpreted to prevent any person serving as a member from also serving as an independent contractor of the Association and receiving a salary or other compensation in such capacity, provided such compensation is reasonable within the meaning of IRC Section 162 and its regulations.

3.23 Officer Duties. The President serves as Chair of the Board of Directors and shall preside at meetings of the Association and the Board of Directors; the Vice President acts in place of the President when the President is not available; the Secretary is the official records keeper, Treasurer is the Chief Financial Officer of the Association. Each position shall serve in the liaison position as noted in the Manual of Procedures.

3.24 Executive Director. The Board of Directors shall employ an Executive Director who has the authority to manage the Association on a day-to-day basis. The Executive Director shall be accountable to the Board of Directors and shall have the sole authority to hire, direct, discipline, and terminate the Association personnel.

The Executive Director has sole authority to sign all documents and contracts on behalf of the Association. Contracts above \$15,000.00 will need approval of the Board. The Executive Director shall have authority to sign checks, manage the financial accounts and make payments on behalf of the Association.

The APRA Executive Director serves as an ex officio non-voting Director of the Board of Directors.

ARTICLE IV COMMITTEES AND REGIONS

4.1 Establishment of Committees & Task Forces. The State Board of Directors may establish committees and/or task forces to which it may delegate various governance functions. All committees and task forces shall be subject to the supervision of and be accountable to the Board of Directors.

4.2 Standing Committees. The Board shall establish Standing Committees whose duties shall be defined in the Manual of Procedures. The Standing Committees shall make policy recommendations to the Board for approval. The following is a list of standing committees:

A. Awards and Citations

B. Conference

C. Marketing

D. Program

E. Membership

F. Nominating

G. Finance

4.3 Executive Committee. The Executive Committee shall consist of the Past President, President, Vice President, Secretary, and Treasurer. The APRA Executive Director shall be a non-voting member of the Committee. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall have the power to approve non-budgeted expenditures that do not exceed \$15,000.00 without the approval of the full Board of Directors. The Board of Directors may grant the Executive Committee the authority to act on behalf of the full Board in specific matters. The Executive Committee shall act as the tie-breaking authority for the board via Committee vote.

Executive Committee is a subcommittee of, and is accountable to, the full APRA Board of Directors and shall inform the full Board of any action taken. Any member of the Board of Directors may notify the Executive Director and/or the President of his/her objection to any decision made by the Executive Committee.

4.4. Nominating Committee. The Association's Nominating Committee (comprised in part of individuals having served as President in the last ten years) is charged with the responsibility of recruiting and screening candidates. The Nominating Committee may eliminate candidates that have not demonstrated their qualifications for the office for which they are nominated or for which they have applied.

The Committee will review all information on candidates, determine which meet the minimum established criteria, evaluate the leadership capacity of the candidate as demonstrated in written responses to questions and potentially personal conversation with the candidate, and advance a slate of candidates to the Board of Directors. The slate, as approved by the Board of Directors, is forwarded to the membership for a vote and final selection.

4.5 Ad Hoc Committees. Task Force (Ad Hoc) Committees may be established by the President from time to time to assume specific, short-term responsibilities. When established, the Committees charge and deadline for completion of assigned tasks are to be approved by the board.

All Chairs of Standing or Task Force Committees shall be members in good



standing and appointed by the President or Vice President. Committee members are appointed by the Chair. Committee Chairs report to the Board. The Board of Directors, with or without cause, may dissolve any committee or remove any member at any time with two-thirds vote.

4.6 Committee Chair. The Directors at Large will liaison with the Program, Marketing and Membership Committees. They may serve as the chair for their respective committee, but the chair of the committee does not automatically serve as a member on the APRA Board of Directors.

4.7 Functions of Committees and Regional Representatives. The primary functions of shall be:

- A. Provide educational opportunities to members
- B. Provide networking opportunities to members
- C. Perpetuate the profession through leadership development
- D. Support APRA programs & initiatives

4.8 Regions. There shall be 3 Regions within the Association which will be represented on the Board of Directors by a Region Representative. The number of regions and boundaries may be changed upon request of a Region. Final approval by the Board of Directors is subject to ratification by the APRA Board of Directors. The geographical boundaries of each region are aligned with the following North, South, and Central.

ARTICLE V ELECTIONS

5.1 Nominating Process. Each year the Nominating Committee shall prepare a slate of candidates for Board vacancies including the officer positions of Vice-President, Treasurer, and Secretary at least forty-five (45) days prior to the election and present to the Executive Board for approval.

Each year the Board Chairs shall prepare a final list of Committee officers at least thirty days (30) days prior to the election.

5.2 Nominations by the Membership. Any member in good standing of APRA may make additional nominations by filing a petition of signatures of at least 250 members in good standing. These petitions must be filed with the Secretary no less than forty---five (45) days prior to the election.

Upon timely receipt of a petition signed by the required number of members, the Secretary shall ensure the names of the candidate(s) to be placed on the ballot along with the names of those candidates named by the

Nominating Committee.

5.3 Elections. The Board of Directors shall establish written rules, requirements and procedures pertaining to elections.

5.4 Ballots. The Executive Director in coordination with the President, or their designee, shall have prepared and submitted to each member qualified to vote, not later than seven (7) days before the vote is released, a statewide announcement on the APRA website and email blast to all members carrying the names of candidates for all open positions. A blank line below the names of the candidates for each office shall be provided for a write-in candidate. A notation on the announcement shall specify the day by which the ballot is to be completed. All ballots, electronic or other, shall be prepared, issued, and tabulated through the APRA office of the Executive Director. The voting link shall be open for a period of 14 days.

5.5 Voting by Electronic Means. Members may vote through use of electronic means to the extent permitted by Arizona law.

5.6 Tabulation of the Votes. It shall be the duty of the Executive Director and Secretary to verify the election results. The person receiving the highest number of votes for each office shall be declared elected. Results of the election shall be ratified by the full Board of Directors.

5.7 Tie-Breaker. In the event of a tie, the Executive Director and Secretary shall report this to the Board of Directors at the next meeting following the election. A vote of the Board of Directors will be taken by secret ballot at this meeting to determine the successful candidate.

5.8 President & Past President. Some offices are filled by election, others by appointment, the offices of President and Past President shall be filled by the automatic advancement of the individuals who have served as Vice President and President, respectively, for the preceding year.

5.9 Qualifications of Candidates. Candidates for the following positions must meet the minimum qualifications as set forth in the Bylaws:

A. All Officers/Directors. Must have been a voting member of APRA in good standing for a minimum of two (2) years prior to nomination; Must be a current voting member; must have been employed for at least five (5) years in a full-time capacity and currently work in a permanent position in the profession immediately prior to nomination. There will be an exception for the Young Professional position which requires the individual be employed in a full-time capacity for a minimum of (2) two years. All candidates shall be either a resident of or have his/her primary source of employment in Arizona, for the two years prior to nomination. Preference will be given to Individuals who have served on a committee or board position with APRA, or from any other state's park and



recreation association, within the previous (5) five years.

B. Vice President. In addition to the above, the Vice President must be available to serve for three (3) years on the APRA Board of Directors, one (1) year in each of the following positions: Vice President, President, and Past President. Vice President should also work in a leadership or executive level position within their organization. The Nominating Committee will ultimately determine the qualifications of each candidate.

ARTICLE VI POLICIES & PROCEDURES

6.1 Policies & Procedures. The Board of Directors shall adopt, by majority vote of the Board of Directors, all personnel policies and a Manual of Procedure detailing the specifics of each Directors duties, Committee duties and other policies which govern the Arizona Parks and Recreation Association.

6.2 Fiscal Year. The Associations fiscal year shall be the calendar year.

6.3 Books and Records. The Association shall maintain as permanent records the minutes of all meetings of its Board, a record of all actions taken by the Directors without a meeting and a record of all actions taken by committees of the Board.

ARTICLE VII QUORUM

Quorum for the meetings of the Members shall be 50 current Members. Quorum for the Board of Directors meetings shall be a majority of the currently serving State Board of Directors immediately before the meeting of the Board begins. If a quorum is present when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the currently serving Board, provided that certain amendments to the Bylaws specified in the Arizona 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 IX INDEMNIFICATION & INSURANCE



9.1. Limitation of Liability. A Member, Director, or Officer shall not be liable to the Association for money damages, to the fullest extent permitted by law, for any action taken or any failure to take any action as a Director, except liability for any of the following:

- A. The amount of a financial benefit received by a Member, Director, or Officer to which he or she is not entitled
- B. An Intentional infliction of harm on the Association
- C. A violation of Arizona Revised Statutes Section 10-3833 regarding unlawful distributions, or any corresponding provision of any subsequent Arizona law substituted therefor; and
- D. An intentional violation of criminal law.

9.2 Indemnification. The Association shall indemnify, to the fullest extent permitted by law, each Member, Director, and Officer of the Association (the "Indemnitee") against all liability, as such term is defined in Section 10-3850 of the Statutes, to any person for any action taken, or any failure to take any action, as a Member, Director, or Officer, but only if all of the following conditions exist:

- A. The individual's conduct was in good faith
- B. The individual reasonably believed (i) in the case of conduct in an official capacity with the Association, the conduct was in the best interests of the Association, or (ii) in all other cases, the conduct was not opposed to the best interests of the Association; and
- C. In the case of criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful. Indemnification under this section shall be mandatory in all circumstances in which such indemnification is permitted by law.

9.3 Procedure. Indemnitee shall notify the Association promptly of the threat or commencement of any proceeding or legal action with respect to which Indemnitee intends to seek indemnification. The Association shall be entitled to assume Indemnitee's defense with counsel reasonably satisfactory to Indemnitee, unless Indemnitee provides the Association with an opinion of counsel reasonably concluding that there may be a conflict of interest between Indemnitee and the Association in the defense of the proceeding or legal action. If the Association assumes the defense, the Association shall not be liable to Indemnitee for legal or other expenses subsequently incurred by Indemnitee.

9.4. Expense Advance. The Association shall advance automatically expenses, including attorneys' fees, incurred or to be incurred by Indemnitee in defending a proceeding or legal action upon receipt of notice and, if required by law, of an



undertaking by or on behalf of Indemnatee to repay all amounts advanced if it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that Indemnatee is not entitled to be indemnified for such expenses.

9.5. Settlement of Claims. The Association shall not be obligated to indemnify Indemnatee for any amounts incurred in settlement if settlement is made without the prior written consent of the Association. The Association shall not enter into any settlement that would impose any penalty or limitation on Indemnatee without the prior written consent of the Indemnatee. Neither the Association nor Indemnatee will unreasonably withhold consent to any proposed settlement.

9.6 Continued Indemnification. Any repeal or amendment of these Bylaws shall not adversely affect any right or protection of a Member, Director, or Officer or other person described above which exists pursuant to these Bylaws at the time of such repeal or amendment.

9.7 Insurance. APRA 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.

The Association shall maintain Director and Officer, General Liability and when deemed appropriate Special Event insurance coverages.

ARTICLE X

Dissolution of the Association

10.1 Authorization. The Member shall have the sole authority to adopt, approve, or undertake any of the following actions.

- A. Liquidate or dissolve the Association
- B. Sell, exchange, or otherwise transfer all or substantially all of the assets of the Association.
- C. Be a party to any merger, consolidation, or other reorganization, whether the Association is the surviving or disappearing entity, or any spin-off or split-up; or
- D. Amend, in whole or in part, add to, delete from, repeal or replace the Articles of Incorporation of the Association.

10.2. Assets. The dissolution of the Association shall be accomplished consistent with the intent that its assets be held and used for stated purposes of the Association. Subject to the foregoing sentence, in the event of dissolution of the Association for any reason, the Board shall, after payment or provision for payment of all liabilities, distribute and dispose of the property then held by the Association for one or more



exempt purposes within the meaning of Section 501(c)(6) of the Code. With respect to any property not so disposed, such property shall be disposed of and distributed to such organization or organizations as selected by and pursuant to an order of the Superior Court of the county that the principal office of the Association is then located.

ARTICLE XI
Miscellaneous

11.1 Governing Law. Unless the context requires otherwise, Arizona law shall govern the construction of these Bylaws.

11.2 Construction and Definitions. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation or other organization and a natural person.

Certificate

The following officers of Arizona Parks and Recreation Association, an Arizona nonprofit corporation, do hereby certify these Bylaws have been approved by the adoption by a majority vote of the Board of Directors and of the Members voting in the election held in October 2026 and shall constitute the Bylaws of the Arizona Parks and Recreation Association effective immediately, until amended or repealed.

President, APRA Board of Directors

Date

Secretary, APRA Board of Directors

Date