



ORPA Board of Directors

Guide to Leadership

The purpose of this document is to provide a guide for those who are interested in, and serve, in elected and appointed leadership positions so they may follow in carrying out their duties and responsibilities. These guidelines reflect ORPA Bylaw charges and directives, combined with operational policies and procedures that have been developed over the years and deemed appropriate to this Association.

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Why Serve on the ORPA Board of Directors?

Serving on a nonprofit board of directors is a unique and rewarding experience that allows you to play a pivotal role in driving positive change within the industry. By joining our board, you will have the chance to make a lasting impact on the professionals we serve. Here are a few compelling reasons why you should consider serving:

1. **Fulfillment:** Serving on a nonprofit board provides a sense of fulfillment that comes from knowing you are actively working to improve the lives of others. Your efforts will directly contribute to advancing our mission and creating a better future.
2. **Networking:** Board service offers an unparalleled opportunity to expand your professional network. You will connect with like-minded individuals who share your passion for our cause, forging valuable relationships that can extend beyond the boardroom.
3. **Skill Development:** Serving on a nonprofit board allows you to enhance your leadership, decision-making, and strategic thinking abilities. You will gain valuable experience in governance, fundraising, and advocacy, which can strengthen your professional skill set.
4. **Community Engagement:** Joining our board is a chance to actively engage with your community and address the pressing issues it faces. You will have the opportunity to collaborate with local leaders, organizations, and stakeholders, fostering a sense of unity and collective impact.

Board Duties Overview

The Board Governs, the Staff Manages

Governance: Volunteer leaders are responsible for the direction and future of the organization. The Board acts and thinks strategically, setting goals and strategies for the future with input from members, stakeholders and committees. The Board continuously conducts an environmental scan. Leaders should avoid micromanagement of the organization, maintaining focus on mission, vision, values and goals.

Management: Paid staff are responsible for the administration of the organization. Staff act as partners to the Board, advancing the goals and strategies while taking care of the daily administrative needs unique to non-profit organizations.

ORPA staff are responsible for managing all day-to-day operations as well as supporting the long-term viability of the Association. To this end, please consider the impact on staff when making collective decisions during your tenure on the Board. Since ORPA staff will ultimately bear the weight upon your departure, all new meetings, events, initiatives, and goals require staff involvement and consensus to ensure the feasibility of each.

Board Legal Duties

The Board of Directors of ORPA have fiduciary duties to carry out the mission of the organization in good faith.

Duty of Care: Requires leaders to use responsible care and good judgment in making their decisions on behalf of the interests of the whole organization.

Duty of Loyalty: Requires leaders to be faithful to the organization, avoiding conflicts of interest.

Duty of Obedience: Requires leaders to comply with the governing documents, federal, and state law.

More information: [Guide to Nonprofit Board Service in Oregon](#)

Expectations of the Board

As a board member of ORPA, we expect your commitment, passion, and dedication to our cause. Here's what we anticipate from individuals who serve on our board of directors:

1. **Active Participation:** We expect board members to attend regular board meetings, actively contribute to discussions, and come prepared with informed perspectives. Your input and expertise will shape our strategic direction and guide decision-making processes.
2. **Advocacy and Fundraising:** Board members are vital advocates for our nonprofit, both within and outside the organization. We encourage you to leverage your networks, promote our mission, and actively participate in fundraising initiatives to support our programs and initiatives.
3. **Governance and Oversight:** As a board member, you will play a crucial role in ensuring the organization operates ethically, transparently, and in compliance with applicable laws and regulations. You will provide oversight and guidance to our executive leadership, ensuring our resources are utilized effectively and responsibly.
4. **Commitment to the Mission:** We expect board members to align with and champion our mission and core values. Your dedication to our cause should be unwavering, serving as a beacon for others and inspiring them to actively support our initiatives.

You can read more about the specific roles and responsibilities of board members in the section below.

Board Tools

The following documents are readily available to volunteer leaders for review and should be treated with care and confidentiality.

1. Bylaws
2. Articles of Incorporation
3. Strategic Plan

4. Financial Statements
5. Meeting Minutes
6. Insurance Coverages
7. Annual Tax Returns
8. Manual of Procedures and Policies
9. Roster of Committees and Charges
10. Membership Categories, Dues Structure, Benefits and Services

Conflict of Interest & Code of Conduct Policies

At the beginning of each new board, Board members are required to sign a Conflict of Interest form. ORPA staff shall retain these forms throughout the year. Board members must resign a conflict of interest form every year they serve, per Oregon State Law.

At the beginning of each meeting, the President will ask you to review the agenda and disclose any potential conflicts of interest to the Board. Conflicts of interest may include, but are not limited to, business enterprises that conflict with ORPA's interests.

Confidentiality

Officers of the board will not disclose, beyond its intended scope, any information which is marked, designated, or treated as confidential by the Board Officers or staff and which is received as a Director of the Oregon Recreation and Parks Association.

Board Liability

State and federal governments have afforded certain protection to volunteer leaders for negligent acts. However, a board may be subject to lawsuits alleging that a loss was due to their gross negligence, willful or fraudulent acts.

Directors and Officers of non-profit corporations can have personal liability due to their activities on behalf of the organization. The successful assertion of personal liability against non-profit directors is rare. As long as the officer or director exercises ordinary diligence and care, no personal liability will arise, even when actions or decisions made in poor judgment cause damage or injury. But an officer or director involved in activities proven to be a violation of criminal antitrust laws such as price-fixing can be subject to personal criminal liability for the individual participants to the extent that jail terms or fines are imposed. Officers and directors are not liable for the performance of contracts entered into by the entity unless fraud is involved.

You may guard against the possibility of personal liability by:

- Attending meetings and reading publications and correspondence carefully to be aware of all policies and activities.
- Being familiar with governing documents such as Articles of Incorporation, Bylaws, and Policies.

- Disclosing other interests as required by the Code of Ethics.
- Insisting that meeting minutes accurately reflect any comments or votes in opposition to matters acted on at meetings.
- Requesting that a legal opinion be obtained on any matter that has unclear legal ramifications.
- Obtaining and carefully reviewing both audited and non-audited periodic financial reports of the organization.

Directors and Officers Liability Insurance

ORPA retains coverage of Director and Officer (D&O) Insurance. The coverage provides financial protection for the directors and officers of the Association in the event they are sued in conjunction with the performance of their duties as they relate to the Association.

Roles and Responsibilities

The ORPA Board of Directors is made up of park and recreation professionals from around the state of Oregon who serve in a volunteer capacity to advance the mission of the organization.

The board consists of:

Officers / Executive Committee

- President
- President Elect
- Past President
- Secretary
- Treasurer

Section Leaders

- Admin Section President
- Aquatic Section President
- Counties and Outdoor Recreation Section President
- Maintenance and Construction Section President
- Natural Resources Section Chair
- Planning and Design Section President
- Section for Older Adult Resources President
- Section for Programming Interests and Recreational Sports Section (SPRINT/RSS) President

Two (2) At Large Directors

Ex Officio (non-voting) Members

- Oregon State Parks Representative
- ORPA Executive Director

Voting members of the Board of Directors are assigned duties and responsibilities throughout the year depending on their position on the board. In addition to the general expectations listed above, the board is expected to:

- Understand and serve the organization's mission and purpose.
- Select the chief staff executive.
- Support the chief executive and assess performance periodically.
- Ensure effective organizational planning.
- Ensure adequate resources (funds, time, staff, technology, etc).
- Ensure effective use and management of resources.
- Monitor and strengthen programs and services.
- Promote the organization's image and know when to speak.
- Ensure legal and ethical integrity and maintain accountability.
- Recruit and orient new board members
- Assess board performance.
- Be aware of ORPA Calendar of Events and deadlines for the year.
- Encourage agency support through membership participation.

Below is an outline of the duties and responsibilities for each position on the board of directors.

President Elect

Elected by the Board; One-Year Term (then transitions to President)

The President-Elect serves the Association by attending meetings, serving on committees, and working in collaboration with the President and Past-President to develop and maintain the Strategic Plan.

BYLAWS DESCRIPTION OF DUTIES

Article IV, Sec. 3: “The President-Elect shall act for the President in his/her absence and shall be prepared at all times to carry on the business of the Association. Further, the President-Elect shall be responsible for the preparation for the formal work program designed to carry out the goals of the Association during his/her term as President.”

MEETINGS

- Executive Committee – Six (6) per year as scheduled at the board retreat.
- Board Meetings – Six (6) per year as scheduled at the board retreat.

COMMITTEES

- Serves on the Conference Committee.
- Serves on the Awards Committee (chaired by the Past-President).
- May also serve on additional committees as desired.

CONFERENCE

- Introduce Keynote and welcome attendees to the general session.
- Attend Section Meetings as discussed with staff to ensure the presence of the board.
- Thank sponsors and exhibitors for their support of the Association and introduce yourself as incoming President.
- Be present for the swearing in ceremony during the ORPA Business Session.
- Attend the short board meeting on the last day of the conference.
- Be available to ORPA staff as needed to assist with the conference.

ADDITIONAL RESPONSIBILITIES

- 2 months before Conference: Work with Staff to define roles and communication style as President.
- Demonstrate leadership with the Board and address board concerns as necessary.
- Be guardian of Strategic Plan in collaboration with President and Past-President.

President

Transitions from President-Elect position; One-Year Term (then transitions to Past-President)

The President serves the Association by attending meetings, serving on committees, and working in collaboration with the President-Elect and Past-President to develop and maintain the Strategic Plan.

BYLAWS DESCRIPTION OF DUTIES

Article IV, Sec. 2: “The President shall act as the presiding officer and chief spokesperson for the Association in all its affairs. Additionally, the President shall:

- A. Establish a formal work program to be executed during his/her term of office which will promote the goals of the Association.
- B. Assign duties and tasks to other members of the Board and general members that will lead to the accomplishment of the Association goals.
- C. Establish and maintain sound communications with other organizations engaged in the delivery of professional park and recreation services.
- D. Be responsible for the supervision and promotion of activity with all committees and sections of the Association.”

MEETINGS

- Executive Committee – Six (6) per year as scheduled at the board retreat.
- Board Meetings – Six (6) per year as scheduled at the board retreat.

COMMITTEES

- Serves on the Financial Committee with the Treasurer and Association Director.
- Serves on the Awards Committee (chaired by the Past-President).
- Appoint committee chairs as necessary.
- May also serve on additional committees as needed/desired.

CONFERENCE

- Give State of ORPA presentation during the business luncheon
- Attend Section Meetings as discussed with staff to ensure the presence of the board.
- Thank sponsors and exhibitors for their support of the Association.
- Be present for the swearing in ceremony during the ORPA business luncheon.
- Attend the short board meeting on the last day of the conference
- Be available to ORPA staff as needed to assist with the conference

ADDITIONAL RESPONSIBILITIES

- Demonstrate leadership with the Board and address board concerns as necessary.
- Be guardian of Strategic Plan in collaboration with President and Past-President.

Past President

Transitions from President position; One-Year Term.

The Past-President serves the Association by attending meetings, serving on committees, and working in collaboration with the President-Elect and President to develop and maintain the Strategic Plan.

BYLAWS DESCRIPTION OF DUTIES

Article IV, Sec. 4: “The Immediate Past President shall serve in an advisory capacity to the President and shall serve directly as:

- A. Chairperson of the Awards and Nominations Committee.
- B. Chairperson of other committees as may be assigned by the President.”

MEETINGS

- Executive Committee – Six (6) per year as scheduled at the board retreat.
- Board Meetings – Six (6) per year as scheduled at the board retreat.

COMMITTEES

- Chairs the Awards Committee
 - Sets a schedule for award announcements and deadlines, schedules meetings for nomination scoring, puts together a committee to read through nominations, and acts as MC for the Awards Ceremony.
- Chairs the Nominations Committee
- May also serve on additional committees as needed/desired.

CONFERENCE

- Attend Section Meetings as discussed with staff to ensure the presence of the board.
- Thank sponsors and exhibitors for their support of the Association.
- Be available to ORPA staff as needed to assist with the conference.
- As Awards Committee Chair: MC of Awards Ceremony.

ADDITIONAL RESPONSIBILITIES

- Demonstrate leadership with the Board and address board concerns as necessary.
- Be guardian of Strategic Plan in collaboration with President and Past-President.

Treasurer

Elected by the ORPA Membership; Two-Year Term.

The Treasurer serves the Association by attending meetings, serving on committees, and working in collaboration with the President and Association Director to ensure strong fiscal governance across the organization.

BYLAWS DESCRIPTION OF DUTIES

Article IV, Sec. 6: “The Treasurer shall be responsible for all financial records of the Association and shall at all times function in such a manner as to ensure the greatest accountability of Association funds. Specifically, the Treasurer shall:

- A. Maintain an accurate accounting system and report to the Board of Directors at all meetings, the financial status of the Association.
- B. Serve on the Financial Committee.
- C. Prepare with the President an annual budget capable of carrying out the goals of the Association.”

MEETINGS

- Executive Committee – Six (6) per year as scheduled at the board retreat.
- Board Meetings – Six (6) per year as scheduled at the board retreat.

COMMITTEES

- Serves on the Financial Committee with the President and Association Director.
- May also serve on additional committees as needed/desired.

FINANCIALS

- Review financial reports each month.
- Present financial reports to the board at board meetings.
- Work with the Association Director to develop the annual budget, submit taxes, and work with bookkeepers on financial statements.
- Review and approve expenses.

CONFERENCE

- Attend Section Meetings as discussed with staff to ensure the presence of the board.
- Thank sponsors and exhibitors for their support of the Association.
- Be present for the swearing in ceremony during the ORPA Business Session.
- Attend the short board meeting on the last day of the conference.
- Be available to ORPA staff as needed to assist with the conference.

ADDITIONAL RESPONSIBILITIES

- Demonstrate leadership with the Board and address board concerns as necessary.

Secretary

Elected by ORPA Membership; Two-Year Term.

The Secretary serves the Association by keeping notes and records of meetings, the strategic plan, and reports from section leaders.

BYLAWS DESCRIPTION OF DUTIES

Article IV, Sec. 5: “The Secretary shall be responsible for keeping accurate records of all Association business and board actions, including historical references, and shall have such records available for inspection at all times. Further, the Secretary shall:

- A. Maintain accurate records of, and changes in, the By-laws and Constitution of the Association.
- B. Be responsible for the notification of all meetings and distribution of minutes.

MEETINGS

- Executive Committee – Six (6) per year as scheduled at the board retreat.
- Board Meetings – Six (6) per year as scheduled at the board retreat.

COMMITTEES

- May serve on committees as needed/desired.

RECORD KEEPING

- Takes meeting notes at all board meetings.
- Provides meeting minutes prior to the next board meeting.
- Gathers Section Leader reports to incorporate into meeting minutes prior to board meeting.
- Formats and distributes meeting agenda to the board at least 2 weeks prior to the meeting.

CONFERENCE

- Attend Section Meetings as discussed with staff to ensure the presence of the board.
- Be present for the swearing in ceremony during the ORPA Business Session.
- Attend the short board meeting on the last day of the conference.
- Thank sponsors and exhibitors for their support of the Association.
- Be available to ORPA staff as needed to assist with the conference.

ADDITIONAL RESPONSIBILITIES

- Demonstrate leadership with the Board and address board concerns as necessary.

At-Large Director

Elected by ORPA Membership; Two-Year Term

An At-Large Director serves the Association by chairing at least one committee, participating in board meetings, and providing support through membership.

BYLAWS DESCRIPTION OF DUTIES

Article IV, Sec. 7: “The Directors at Large shall serve on committees as may be assigned by the President.”

MEETINGS

- Board Meetings – Six (6) per year as scheduled at the board retreat.
- Committee Meetings – As necessary

COMMITTEES

- Serves in one of the following capacities:
 - One At-Large Director will serve as the Conference Committee Chair
 - One At-Large Director will serve as a liaison to the DEI Committee
- Presents a report of the committee to the Board of Directors at meetings.

CONFERENCE

- Attend Section Meetings as discussed with staff to ensure the presence of the board.
- Be present for the swearing in ceremony during the ORPA Business Session.
- Attend the short board meeting on the last day of the conference.
- Thank sponsors and exhibitors for their support of the Association.
- Be available to ORPA staff as needed to assist with the conference.

Section Leader

Elections and terms dependent on section rules.

A Section Leader serves the Association by acting as the leader, chair, or President of a Special Interest Section. This person is in charge of the section goals, workshops, board and communications with membership. Section Leaders are also an acting member of the ORPA Board of Directors and serve as a liaison between groups.

BYLAWS DESCRIPTION OF DUTIES

Article VI, Sec. 7: “A representative of each special interest section shall serve as a voting member of the Association’s Board of Directors. The designated representative shall be a member in good standing of the Association.”

Article VI, Sec. 8: “Sections are responsible for submitting annual program and budget proposals to the Association Director according to an annual planning calendar. Section proposals will be considered as part of the overall association budgeting process.”

MEETINGS

- Board Meetings – Six (6) per year as scheduled at the board retreat.
- Section Meetings – Required 1 per year; recommended 4 per year.

COMMITTEES

- May serve on committees as needed/desired.

SECTION LEADERSHIP

- Submit a proposed section budget to ORPA annually.
- Coordinate section-specific meetings.
- Work with staff to develop communications plans for section promotion.
- Offer educational programming as applicable to the section.
 - Request assistance from staff by submitting a Workshop Request Form.
 - Work closely with staff regarding membership communication and logistics.
- Submit a written report to the ORPA Secretary as requested prior to board meetings.

CONFERENCE

- Coordinate conference proposal submissions related to section track.
- Review track proposals and provide feedback to the Content Committee.
- Lead Section Meeting at the Conference.
- Arrange Room Hosts for all sessions related to section track.
- Be present for the swearing in ceremony during the ORPA Business Session.
- Attend the short board meeting on the last day of the conference.
- Thank sponsors and exhibitors for their support of the Association.
- Be available to ORPA staff as needed to assist with the conference.