

IPA/USA Constitution and By Laws

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1. Name

The name of the Association shall be the American Association for Promoting the Child's Right to Play (IPA/USA).

2. Purpose

The purpose of IPA/USA is to protect, preserve and promote the child's right to play as a fundamental human right.

3. What IPA/USA is

IPA/USA is a non-governmental organization. It is an affiliate branch of the International Play Association: Promoting the Child's Right to Play (IPA). IPA was founded in 1961 and was first known as the International Playground Association and subsequently as the International Association for the Child's Right to Play. IPA/USA was founded in 1973 and incorporated in 1991.

Both IPA and IPA/USA are interdisciplinary and embrace in membership all professions concerned with the well-being of children. Membership is open to any individual or group that endorses the 1989 United Nations Convention on the Rights of the Child, especially article 31 which in summary states: every child has a right to rest, leisure, play and recreation and participate in cultural life and the arts.

IPA/USA was incorporated as a not-for-profit organization on June 10, 1991 in Ohio and is exempt from federal income tax; with a status 501(c)3 as long as its organizational structure and mission does not change and that it files its IRS 990 form each year.

4. Objective

The objective of IPA/USA is to provide a national forum to promote and improve opportunities for play, and the development of play environments, leisure time facilities and programs for all children and youth in all states of the USA and territories in accordance with the 1989 United Nations Convention on the Rights of the Child.

5. Activities of IPA/USA

IPA/USA seeks to pursue its objectives by:

(a) organizing the exchange of experiences and ideas through national meetings, courses and conferences;

- (b) facilitating personal contact and correspondence between members of IPA/USA;
- (c) developing partnerships and co-operating with national and international organizations;
- (d) disseminating information, publications and reports, and maintaining a website;
- (e) producing an official *IPA/USA e.journal* two times/year and a quarterly electronic NEWSBLAST;
- (f) increasing membership;
- (g) setting up committees to develop projects and conduct research;
- (h) taking other action which may further the objective of IPA/USA.

6. Membership

IPA/USA may admit as members any individual or group accepting the objective of IPA/USA as set out in Clause 4 above.

Membership of IPA/USA shall consist of the following:

- (a) individuals; standard, student, retired, and friend;
- (b) non-profit-making groups, for example local and area organizations, local professional agencies, national voluntary organizations and government departments at all levels, whose objective is compatible with the objective of IPA/USA;
- (c) benefactors, that is profit-making groups, for example commercial associations and corporate bodies, whose objective is compatible with the objective of IPA/USA.
- (d) The Board may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

Membership of IPA/USA is not transferable.

7. Rights and Duties of Membership

- (a) Each individual or group shall apply to become a member, shall agree to accept the objectives of IPA/USA, and shall pay an annual subscription.
- (b) All members shall be entitled to attend IPA and IPA/USA's conferences and other events at a reduced rate, to receive copies of IPA and IPA/USA's reports, IPA/USA's NEWSBLAST and *IPA/USA e.journal*, financial statements, and the official IPA magazine, *PlayRights*.
- (c) Individual and non-profit-making group members are entitled to exercise their right to vote.
- (d) Non-profit-making group members shall be entitled to send a maximum of three members at member rates to IPA and IPA/USA conferences.

(e) Membership of IPA/USA is terminated if the member:

(i) Dies or (in the case of an organization) ceases to exist,

(ii) Is six months in arrears in paying the relevant subscription (if any), (but in such a case the member may be reinstated on payment of the amount due),

(iii) Is removed from membership by resolution of the IPA/USA Board because in their reasonable opinion the member's continued membership is harmful to the IPA/USA. The Board may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

8. Affiliation

(a) Any international or national organization which desires to become affiliated to IPA/USA and whose objective is compatible with the objective of IPA/USA, may be allowed to do so on payment of a special fee to be determined by the IPA/USA Board or through an agreement for reciprocal membership.

(b) IPA/USA may become affiliated to or agree to reciprocal membership with any organization whose objective is compatible with the objective of IPA/USA.

9. National Representation to IPA

(a) IPA/USA is a National Branch of IPA.

(i) USA members expressed to be recognized as a Branch of IPA and signed an 'Agreement of Association' approved by the IPA Council.

(ii) Signature of an 'Agreement of Association' represents agreement with the purpose, objective and clauses contained within the IPA Constitution.

(iii) The 'Agreement of Association' includes provision for the good management of the IPA/USA Branch and the exercise of the duties set out in Clause 10 below.

(iv) IPA/USA Branch shall elect one of its members to be the National Representative on the IPA Council.

(v) IPA/USA Constitution and By Laws shall be compatible with IPA's purpose and objective.

(b) The IPA Council consists of IPA Board and National Representatives from multiple nations where a Branch of IPA exists.

10. Duties of a Branch and their National Representative to IPA

The duties of a Branch and their National Representative shall be:

- (a) to further the purpose and objective of IPA and IPA/USA locally and nationally;
- (b) to recruit members;
- (c) to liaise with and to facilitate contact between the members of IPA/USA in a city, area, state or country;
- (d) to liaise and work with the IPA Treasurer to collect subscriptions dues and to account for receipts and payments, including IPA/USA submitting an annual financial report to the Treasurer,
- (e) to report to the IPA Board on developments in the area, country or region at least annually.

11. Management

- (a) IPA/USA shall be managed by a Board.
- (b) The Board shall be elected every three years by members of IPA/USA at the Tri-Annual General Meeting in accordance with Clause 19 and will be accountable to them for the good governance of IPA/USA. The Board shall be deemed to have delegated to it such general responsibilities and authority as may be necessary to implement the purpose and objective of IPA/USA set out in Clause 2 and Clause 4, and to promote and manage its affairs.
- (c) The National Representative from IPA/USA will attend yearly meetings of the IPA Council. The Council meets in person at the Tri-Annual International Conference and other years electronically, if necessary.

12. The Board and Executive Board

- (a) The Board shall consist of nine (9) Officers of the IPA/USA and six (6) appointed members.
- (b) The Officers shall be
 - (i) President and National Representative,
 - (ii) Vice-President,
 - (iii) Past President,
 - (iv) Secretary,
 - (iv) Treasurer,
 - (vi) Membership Chair, and
 - (vii) Three (3) Members at Large

and shall be elected by members of IPA/USA at the Tri-Annual General Meeting, in accordance with Clause 19.

(c) The Executive Committee shall be the President, Past President, Vice President, Secretary, and Treasurer.

(d) The President will appoint up to six members in good standing for additional responsibilities such as Editor in Chief, Historian, Committee Chairs and special interest groups to be on the voting Board.

(e) The elected and appointed Board Members shall hold office until the next Tri-Annual General Meeting and shall be eligible for re-election.

(f) If the IPA/USA National Representative is elected to the IPA Board, he/she shall step down from the position of IPA/USA National Representative and IPA/USA President shall appoint a replacement National Representative.

(g) The Board shall meet at least once per year in person.

(h) Other meetings shall be convened in person or by using recognized methods of communication technology.

(i) The duties of the Board shall be:

(i) to promote the purpose and objectives of IPA/USA;

(ii) to maintain an up-to-date register of members;

(iii) to work closely with the IPA and the IPA Council.

(j) The Board shall be responsible to the members of IPA/USA.

13. Authority and Responsibility of the Board

Without limiting the general authority given by Clause 11, the Board shall have authority:

(a) to promote the purpose and objective of IPA/USA and conduct its activities in consultation with members;

(b) to manage the business of IPA/USA in the interests of the membership;

(c) to maintain an up-to-date register of members;

(d) to plan tri-annual national conference for members;

(e) to expend money received from any source;

(f) to appoint committees of members for such special purposes as it sees fit and to delegate to them such authority as it considers necessary;

(g) to appoint persons to represent IPA/USA; such representatives shall submit a report within an agreed time.

(h) to get an urgent decision: the Executive Committee shall all agree unanimously on the action;

- (i) to raise and expend money received from any source in accordance with ethical and other policies approved by the IPA Council;
- (j) to recommend to the rates of IPA/USA membership subscriptions which shall relate to the economic or other circumstances of members and include the IPA Council's recommendations;
- (k) to appoint a suitably qualified and independent person or persons to examine the annual accounts and report to the IPA Board;
- (m) to formulate and amend the Constitution for approval at a General Meeting
- (n) to formulate and amend Board Manual;
- (o) to produce an annual report for IPA and IPA/USA.
- (p) The IPA/USA Board shall keep proper records of
 - (i) all proceedings at general meetings,
 - (ii) all proceedings at meetings of the Board and IPA Council,
 - (iii) all reports of committees, and
 - (iv) all professional advice obtained.

14. The IPA/USA National Representative to the Council of Representatives (Council)

- (a) The Council shall be composed of the National Representatives from member countries and the IPA Board.
- (b) The Council shall meet in person at the International Triennial Conference.
- (c) Annual meetings of the Council shall be convened in person or by using recognized methods of communication technology.
- (d) Other meetings of the Council shall be convened as necessary in person or by using recognized methods of communication technology.
- (e) The IPA/USA National Representative shall adhere to all requirements stated in Section 15 of the IPA Constitution.
- (f) If the IPA/USA President cannot fulfill his/her role as IPA/USA National Representative, the IPA/USA President shall appoint a replacement.

15. The Authority and Responsibility of the Council to IPA/USA

The Council shall have authority and responsibility:

- (a) to determine the rate of membership subscriptions for IPA which shall relate to economic or other circumstances;

- (b) to discuss and approve the policies of IPA;
- (c) periodically to review and update the 'Agreement of Association';
- (d) to work closely with the IPA Board;
- (e) to receive and discuss reports from the IPA Board;
- (f) to represent the views of members;
- (g) to decide the venue for the International Triennial Conference
- (h) to invite and receive nominations and arrange elections for the Officers of IPA (in accordance with Clause 19).

16. General Meetings

(a) IPA/USA shall hold a General Meeting in person every three years.

(b) The business of the General Meeting shall be:

(i) To receive apologies for absence, approve the minutes of the previous meeting and deal with any matters arising.

(ii) To receive and adopt reports and financial statements from the President and Officers of IPA/USA for the period since the last General Meeting.

(iii) To elect the Board.

(iv) To appoint as Honorary Members for Life, persons who have made an outstanding contribution to the work of IPA/USA.

(v) To decide on any proposition or motion that may be submitted to the meeting. No proposition or motion other than those relating to Clause 16 (c) paragraphs (i) to (iv) above shall be moved at the meeting unless the proposition, signed by the proposer and seconder and stating its terms, has been received in writing by the Secretary at least 30 days before the date appointed for the holding of the meeting.

(a) The President shall have the power to admit any proposition of which insufficient notice has been given, only with the consent of the majority of members present at the meeting. A proposition to add to, amend or alter this constitution or to dissolve IPA/USA cannot be admitted with insufficient notice in this way.

(vi) The proposals received in accordance with Clause 16 (c) (v) shall be circulated to all members at least 30 days in advance of the meeting. The Agenda for the meeting will be circulated 8 days in advance of the meeting. Members may then submit amendments to the said proposals and agenda provided these amendments are received by the Secretary at least 24 hours in advance of the said meeting. The Secretary shall then circulate these amendments to all members before the said meeting.

(vii) To approve or amend Constitution and By Laws and conduct any other business of which due notice has been given or which is urgent.

(viii) Decisions of the General Meeting shall be effective immediately unless the Meeting decides otherwise.

(c) A Special General Meeting may be called by the Board or shall be called by the Secretary on the request of not fewer than ten registered members from at least five different states. The notice convening the meeting shall state the business to be transacted and no other business other than that specified in the notice shall be dealt with at a Special General Meeting.

17. Notice of Meetings

a) Notice convening a General Meeting shall not be less than three calendar months.

b) Notice convening a Special General Meeting shall not be less than one calendar month, except in the case of an emergency.

c) Notice convening the annual meeting of the Board shall not be less than ninety days unless otherwise agreed by them.

d) Notice may be given to a member either personally or by sending it by post, fax, email or other recognized method.

18. Quorums at Meetings

a) A quorum for a General Meeting and Special General Meeting shall be 10 members in good standing present at the meeting.

b) The quorum for meetings of the Board shall eight members present or electronically present.

19. Voting

(a) At General and Special Meetings

(i) The vote of each registered individual member present at the meeting and who has paid the current subscription shall count as a single vote.

(ii) The vote of a registered group member present at the meeting, irrespective of the number of delegates of that group attending, and which has paid the current subscription, shall count as three votes.

(iii) Benefactors are not entitled to vote.

(iv) Voting shall either be on a show of hands or on a poll.

(v) A member may appoint another member to be a proxy at a meeting; but no member appointed as a proxy shall hold power of proxy for more than three members and must provide evidence in writing of their appointment to hold power of proxy in each case.

(vi) Proxy voting at meetings shall only be allowed for proposals circulated to all members in advance of the meeting.

(vii) In the case of equality of votes, the President or Chairperson of General Meeting shall be entitled to a second or casting vote.

(b) Voting by post, fax, email and other recognized methods at General and Special Meetings

(i) Voting by post, fax, email and other recognized methods may be undertaken as and when decided on by the General Meeting or as and when the Board considers it necessary.

(ii) The vote of each registered individual member who has paid the current subscription shall count as a single vote.

(iii) The vote of each registered group member which has paid the current subscription shall count as three votes.

(iv) Benefactors are not entitled to vote.

(v) Proxy voting by post shall not be allowed.

(vi) Votes received after the closing date will not be counted.

20. Finance

(a) All monies received by, or on behalf of, or in the name of IPA/USA shall belong to IPA/USA and be devoted to the purpose and objective of IPA/USA.

(b) The Board of IPA/USA shall be responsible for all monies received and expended by IPA/USA and for the preparation of an annual budget.

(c) The Treasurer of IPA/USA shall be accountable to the Board for keeping all monies and proper books of accounts showing receipts, payments, balances and assets.

(d) The accounting period of IPA/USA shall start on 1st January and end on 31st December of each year or as otherwise decided on by a proposition to a General Meeting. This period shall apply to all accounts held in the name of, or on behalf of IPA/USA unless otherwise authorized by the Board.

(e) The Treasurer of IPA/USA shall, as soon as practicable but not more than three months after the end of each accounting period, prepare a financial statement for IPA/USA, arrange for the accounts to be examined by an independent person or persons appointed by the President, and submit to the IRS Form 990.

(f) The Treasurer shall submit information about bank accounts in the name of, or on behalf of IPA/USA, to the Treasurer of IPA. The report will include a copy of an independently examined financial report and statement for that account.

(g) The Treasurer of IPA/USA shall report on the financial situation to all the membership annually and make available a copy of the latest independently examined financial statement on request. The Board or President may request additional financial reports as needed for information or upcoming meetings.

(h) The Board may authorize the Treasurer of IPA/USA to invest IPA/USA's funds and to change investments in accordance with ethical and other investment policies of IPA/USA that have been approved by the Board.

21. Languages

The language of IPA/USA shall be English

22. Additions and Alterations to the Constitution

(a) The provisions of this Constitution shall not be altered except on a proposition to a General Meeting or Special General Meeting and approved by a majority vote. The person presiding at the meeting shall not have power to admit any such proposition of which insufficient notice has been given. (See Clause 16 (c) (vi) & (vii).

(b) Proposals for additions and alterations to be considered at the General Meeting shall be circulated as in Clause 16 (c) (vi) and for consideration at a Special General Meeting with the notices as in Clause 16 (d).

(c) Amendments shall then be as for Clause 16 (c) (vii).

23. Dissolution

IPA/USA may, at a General Meeting or Special General Meeting, decide by a two-thirds majority of those present and voting, that IPA/USA be dissolved. The notice convening the meeting shall be given in accordance with Clause 17 and shall state the proposition for the dissolution of IPA/USA. The Board shall, as soon as practicable after such resolution, pay all the proper debts and liabilities of IPA/USA and thereafter pay or transfer any surplus to an appropriate non-profit organization determined at the General Meeting or Special General Meeting.

End

IPA/USA Constitution as amended 2019