



CONSTITUTION and BY-LAWS
of the
WORLD LEISURE ORGANIZATION, INC

27 August 2018

Supersedes:
November, 2017
September, 2014
October, 2013
August, 2010
December 2, 2007
May 22, 2005
January 16, 2004
September 12, 2004
April 24, 2001
April 11, 1998
September 30, 1997



**CONSTITUTION
of the
WORLD LEISURE ORGANIZATION, INC**

ARTICLE I: Name

The name of the organization shall be: "WORLD LEISURE ORGANIZATION, INC" hereafter to be called the "WLO. The short form shall be "WLO"

ARTICLE II: Mission, Vision and Goals

Mission

To promote leisure as a means to enhance the human condition:

- *Identity:* The World Leisure Organization is the world's leading advocate for leisure as a means to enhance the human condition.
- *Values:* WLO supports the right of all people to positive, quality leisure experiences while recognizing that many have special requirements related to disability, gender, age, social status, poverty, domicile or level of education.
- *Activities:* Through the research and educational outreach of its global membership, WLO promotes leisure as integral to social, cultural, economic, and sustainable environmental development
- *Scope:* In carrying out its mission, WLO is committed to working with all sectors of society –the public, non-government organizations, and commercial enterprises– to advance leisure as a human right in order to enhance the quality of life for all persons world-wide.

Vision

Our vision is to provide leadership in advancing leisure as a central force in enhancing the human condition through research, education, knowledge transference and advocacy that promotes socio-cultural development, encourages sustainable economic growth, and improves the quality of life for every person world-wide.

Goals

- WLO is a world-wide, non-governmental voluntary organization.
- WLO believes that leisure is vital in enhancing the human condition.
- WLO is dedicated to discovering and fostering those conditions which permit leisure to serve as a force to optimize collective and individual well-being in the context of play, recreation, the arts, culture, sport, festivals and celebrations, health and fitness, travel and tourism.

More specifically, WLO achieves its mission, vision and goals through its programs and activities that are developed according to four main strands: research, education, knowledge transference and advocacy. WLO may carry out any activities directly or indirectly, entirely or partly connected with its aims.

ARTICLE III: Incorporation

WLO is incorporated as a non-profit organization within the State of New York, U.S.A. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation



for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organizationshall not carry on any other activities not permitted to be carried on by a organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: Membership

Membership of WLO is open to all persons and organizations interested in its goals, and who have met the requirements set forth in the Bylaws, regardless of nationality, ethnic origin, gender, religion, sexual orientation or age.

ARTICLE V: Meeting

There shall be a General Meeting (GM) of WLO held annually. The time, place and agenda shall be communicated to all members in accordance with WLO's Bylaws. Informational Meetings may be called by the Secretariat to ensure transparency and improve communication between Board membersand Special General Meetings (SGM) may be called by the the Chair, the Executive Committee or a member of the Board.

ARTICLE VI: Officers and Board of Directors

The officers of WLO shall be the Board Chair, the Board Vice-Chair, the Treasurer. There shall be a Board of Directors, which shall convene at least annually. The officers of WLO and the members of the Board are elected or appointed in accordance with procedures outlined in the Bylaws.

ARTICLE VII: Amendments

The Constitution may be amended by action of the Board of Directors, provided a Notice of Motion has been sent to all Board members at least thirty (30) days prior to the meeting of the Board. Any member may propose an amendment, provided that a written request is supplied to the Chief Operating Officer sixty (60) days prior to the next scheduled Board Meeting. A two-thirds majority of all votes cast shall be required for adoption of the amendment

ARTICLE VIII: Dissolution

The business of WLO is carried on without the purpose of monetary gain for any of its members. Any profit or material acquisitions arising from the activities of WLO shall be used for the promotion of the goals of WLO. In the event of the dissolution of WLO, all its remaining assets, after payment of liabilities, shall be distributed to one or more charitable organizations to be selected by the Board of Directors.Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within



the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**BY-LAWS
of the
WORLD LEISURE ORGANIZATION, INC.**

ARTICLE 1: Membership

1.1 Categories:

1.1.1 FULL: Any person interested in furthering the goals of WLO and whose payment of fees is current.

1.1.2 STUDENT: Any person currently enrolled in a program of study at an educational institution and whose payment of fees is current.

1.1.3 RETIRED: Any retired person interested in furthering the goals of WLO and whose payment of fees is current.

1.1.4 LIFE: Any person having paid the Life Membership fee.

1.1.5 INSTITUTION/AGENCY: Any unit of an educational institution or government with goals compatible with those of WLO and whose payment of fees is current.

1.1.6 AFFILIATE: Any national, regional or world organization with goals compatible with those of WLO that has met the requirements of WLO policies on affiliated organizations.

1.1.7 CORPORATE: Any business or corporation desirous of supporting the goals of WLO that has met the requirements of WLO's policies on corporate membership.

1.1.8 HONORARY: An individual who is judged by the Board to have made extraordinary contributions compatible with the goals of WLO including a retired officer of WLO retaining an honorary title corresponding to that held immediately before retirement.

1.2 Benefits

1.2.1 Full, Life, Retired and Student Member

- Access to WLO's programs
- Access to member services, including website password access
- Subscription to the World Leisure Journal
- Reduced fees for World Leisure Congresses and other fee programs

1.2.2 Institution, Agency, Affiliate and Corporate Members

- Subscription to the World Leisure Journal and website password access
- Identification as appropriate in WLO's communications and publicity materials
- Other benefits which may be granted by the Board



1.2.3 Honorary Members

- Subscription to the World Leisure Journal and website password access
- Identification as appropriate in WLO's communications and publicity materials
- Participation in all of WLO's programs and services

1.3 Membership Fees & Subscriptions

Every year the Board should revise the fees, categories and memberships type. This should be done without prejudice of previous memberships.

ARTICLE 2: Officers of WLO

2.1 Board Chair

2.1.1 Appointment and Term of Office

The Board Chair may be drawn from the membership of WLO or beyond and, if not an existing member, must become a member within 30 days of appointment. The Board Chair shall be elected by the WLO Board of Directors for a term of three (3) years. An existing Board Chair is eligible to be nominated for re-election for up to two additional 3 year terms.

2.1.2 Terms of Reference

- The Board Chair, working with the members of the Board and the Chief Operating Officer, is responsible for raising the profile of WLO and its programs.
- The Board Chair chairs all Board, Executive and General Meetings.
- The Board Chair provides leadership in maintaining the integrity of WLO and planning for its future.
- The Board Chair works with the Secretariat in preparation of meeting agendas and the Chief Operating Officer in the implementation of Board and Committee decisions.
- The Board Chair does not vote on deliberations or actions of the Board except in the case of a tied vote.

2.2 Board Vice-Chair

2.2.1 Appointment and Term of Office

The Board Vice-Chair is drawn from the World Leisure membership and is elected by the Board of Directors for a term of three (3) years both as Vice Chair and as a member of the board. An existing Vice Chair is eligible to be nominated for re-election for up to one additional 3 year term. No more than two terms may be served consecutively.

2.2.2 Terms of Reference

- The Board Vice-Chair, working with the members of the Board and the Chief Operating Officer is responsible for assisting the Chair with his/her responsibilities.
- Specific responsibilities relating to the development of WLO will be allocated from time to time to the Vice-Chair.

2.3 Treasurer

2.3.1 Appointment and Term of Office

The Treasurer is drawn from WLO membership and is elected by the Board of Directors for a term of three (3) years both as Treasurer and as a member of the Board. An existing treasurer is eligible to be nominated for reelection for up to one additional 3 year term. No more than two terms may be served consecutively.



2.3.2 Terms of Reference

- The Treasurer is responsible for a general overview of the financial affairs of WLO
- The Treasurer works closely with the Chief Operating Officer and presents the interim financial statements, an annual report of revenues and expenses for the financial year of WLO, the annual audited financial statements, and the annual budget to the Executive Committee, the Board, and the General Meeting.

ARTICLE 3: Chief Operating Officer (COO)

The Board of Directors may contract the development of strategic programs and academic activities on a permanent basis in third parties such as a Chief Operating Officer (COO). Such services will be maintained according to the scope of the agreement and will be reviewed by the Board and renewed expressly or tacitly.

The COO is responsible for the overall management and coordination of the development of strategic programs and academic activities of WLO. The contract of services with the COO will include the scientific, academic, as well as institutional relations services required to perform the mission of WLO. The contract shall also include the administration and other managements services. The COO will also be responsible for the coordination of WLO Scientific and Technical Secretariat.

The Chief Operation Officer does not vote on deliberations or actions of the Board.

ARTICLE 4: Board of Directors

4.1 Composition

The Board of Directors shall be comprised of up to 20 persons, including the Board Chair, Board Vice-Chair, Chief Operating Officer, and Treasurer, who are members of WLO and demonstrate that they possess:

- In depth understanding of leisure as a vital factor in enhancing the human condition
- High personal commitment to the goals of WLO
- A network of national and international leisure, business, education, or financial contacts

Up to 13 Members may be appointed by the Board of Directors from a slate of nominees that best represents a balanced diversity of backgrounds and geographical locations. Ideally, there should be at least one member from each continent. All efforts must be directed to achieve this target. The Board has the authority to add resource persons (non-voting) as may be required.

Up to 3 Members may be recommended by the Executive Committee for expedited appointment to the Board of Directors in circumstances that warrant appointments be conducted outside of the conventional election timeline found in Article 3.6.1. Recommendations shall be given to the Board of Directors for their vote to accept or decline recommended appointments. Board members shall have a minimum of 2 weeks to return their ballots to the Secretariat. Refer to Article 3.6.2 for additional guidance.

4.2 Meetings, Quorum, and Attendance

The Board shall meet at least once each calendar year, and at other times at the call of the Chair, or upon the written request of at least eight Directors. The quorum for the Board of Directors shall be 50 percent of the sitting members. The attendance will be mandatory and physical. However, it will be possible one online attendance and participation when justified reasons. Board members' online attendance should be at least of the 75% of the time. Board members who miss physically two annual meetings during their term are off the Board.



4.3 Voting

All members of the Board shall be entitled to vote on all matters before the Board. However, the Chair shall not vote except in the case of a tie. In the case of a tie when the Chair is not present, the Vice Chair will vote in the case of a tie. Voting shall normally take place by a show of hands, but shall be replaced by a secret ballot upon the request of any member.

4.4 Conflict of Interest

Board members with a potential conflict of interest shall declare a conflict and leave the meeting in advance of any discussion and any vote on such matters.

4.5 Terms of Reference

1. The primary role of the Board is to set policy and direction for WLO, including the approval of those programs designed to accomplish its goals. The Board elects the Board Chair, Board Vice-Chair and Treasurer, and provides each with general guidance and direction. The Board appoints the Chief Operating Officer and provides him/her with general guidance and direction.

2. Board members contribute actively to the work of WLO at and between meetings. They also act as observers, interpreters, and evaluators of how well WLO is carrying out its policies and accomplishing its goals. As such, Board members:

- act in the best interest of WLO at all time
- attend Board meetings, prepare for, and act upon matters before the Board
- approve the budget and annual audited financial statements and ensure the financial performance of WLO
- approve, monitor, and evaluate programs and projects
- monitor WLO's progress towards its goals, revising or altering the direction in light of changing circumstances
- ensure that routine legal requirements, documents and records are properly prepared, approved and maintained
- act as advocates for WLO by actively promoting WLO in their respective constituencies
- are not chosen to represent or advocate on behalf of a particular constituency
- bring resources to WLO through the active recruitment of persons, organizations or funds
- co-operate and work with the Board Chair, and Chief Operating Officer on specific tasks or assignments
- participate actively and effectively on committees of the Board

4.6 General Procedures

4.6.1 Appointment of Members

Members will be elected by the Board of Directors through an electronic balloting process following policies and procedures in this article as approved by the Board of Directors. Members of the Board of Directors shall be appointed by the Board for an initial term of three (3) years. Regardless of the date of board appointment, the start of all 3 year terms will begin January 1. Appointments made between January 1 – June 30 will begin Jan 1 of the year of appointment. Appointments made between July 1 – Dec 31 will begin to count the first three year term the following January 1. Members who are appointed July 1 – Dec 31 may exercise their rights as Board Members upon appointment, prior to January 1. Re-election is possible for an additional three-year term.

Appointment of members begins in July of each year with call for nominations in September and close of nominations in two months later. Ballots shall be completed three weeks after close of ballots and the election results will be announced one month after the election results.

No more than two terms may be served consecutively. The time between the elections of a former Board member is one (1) year. An announcement of Board vacancies and a call for nominations to all WLO members shall be initiated and implemented by the Secretariat as appropriate through the WLO website and/or electronic newsletter. Nominations, including self-nomination, may be made by any full, life, or



student member of World Leisure, who shall provide the Secretariat with information about the candidate, in accordance with requirements set out in the call for nominations.

In addition to the nomination, should provide a complete application according to the documents requested in the call. Candidates without these materials are ineligible and will be removed from the nominations list by the Secretariat prior to Board of Directors receipt of candidate names.

The consent of the candidate to allow his or her name to stand, to serve the Board consistent with its terms of reference, as well as agreement to attend meetings of the Board at the candidate's expense, must be obtained by the nominator prior to the recommendation for appointment.

The Secretariat will accept and organize nomination materials. Following the published due date for nomination materials, nominees with incomplete materials or materials inconsistent with published guidelines will be advised that their nomination cannot be considered. The Secretariat will forward complete nomination materials to the Board of Directors.

Each year the Executive Committee will propose to the Board of Directors a matrix of member characteristics most needed to ensure effective Board balance, breadth and depth, including that some, but not all nominees, possess a network of national and international leisure, business, education, or financial contacts, and in accordance with characteristics noted in Article 3.1.

Nomination in no way constitutes a guarantee of appointment to the Board – Board member vacancies are not “automatically” filled. Candidates appointed are so advised by the Chief Operating Officer on behalf of the Board.

4.6.2 Appointments Recommended by the Executive Committee

The Executive Committee shall retain the flexibility to make recommendations to the Board for up to three (3) special appointments that warrant variation from the typical election cycle and/or the appointment of Affiliated Members, for up to a term of three (3) years. Recommendations for appointment to the Board must be justified based on criteria indicated in Articles 3.1 and 3.6.1 and the candidates' ability to fulfill Terms of Reference found in Article 3.5. The Board of Directors will vote to accept or decline each of the recommendations and have a minimum of 2 weeks to return their ballot to the Secretariat.

4.7 Executive Committee

4.7.1 Composition

The Executive Committee, as the steering committee of WLO, is composed of the officers of WLO (Board Chair, Board Vice-Chair and the Treasurer), the Chief Operating Officer and up to 5 members of the Board elected by the Board, with a balanced diversity of backgrounds and skills representing the business, financial, academic, government and the non-profit communities. The Chief Operation Officer does not vote on deliberations or actions of the Executive Committee.

4.7.2 Appointment

Members of the Executive Committee are initially appointed for staggered terms of three (3) years. Reelection by the Board of Directors for a three-year term is possible. Executive Committee shall be appointed each January according to the direction of the Board.

4.7.3 Quorum

The quorum of the Executive Committee shall be five (5) members, and shall include the Board Chair, and the Chief Operating Officer. The Executive Committee may add resource persons (non-voting), as may be required to address specific projects, issues or concerns.

4.7.4 Terms of Reference



1. To meet at the call of the Chair as often as the work load demands.
2. To periodically review WLO's strategic plan and monitor progress toward meeting its goals.
3. To serve as the Evaluation Committee for Elections.
4. To receive and act upon program and event proposals, including acceptance, rejection, or request for modification.
5. To set program priorities.
6. To monitor the financial affairs of WLO and set annual revenue and expenditure projections.
7. To present an annual budget and audited or reviewed financial report to the Board.
8. To recommend proposals for the investments of funds.

4.8 Ad Hoc Committees

The Board may create ad hoc committees or task forces for a fixed term to address any matter of concern to the Board or to take on a specific area of work related to WLO's objectives. Committees will have autonomy to approve the actions of the Committee provided that they keep the Board informed of their actions via regular reports. The Board will review the Committee actions to approve the Committee actions unless in the cases that the board has agreed to provide this autonomy in specific tasks/actions.

ARTICLE 5: WLO Secretariat

There shall be a WLO Secretariat, established in a location deemed by the Board to be in the best interests of WLO. The general responsibility of the Secretariat is to manage the overall affairs of WLO. It functions as an agency for implementing and monitoring Board approved policy and initiatives, and generally coordinates the various activities of WLO. More particularly, the Secretariat provides information and documentation services to WLO members, the Board and its committees, to commissions, and other appropriate bodies.

As a communications center, it serves as an efficient liaison between WLO and other organizations and bodies, and has responsibility for maintaining and sharing of information bases. As the locus of all WLO records, it has major record management responsibilities.

The Secretariat is charged with the day-to-day administration of all WLO's finances and related assets, according to policies approved by the Board. The responsibility for the Secretariat falls to the Chief Operating Officer, supported by a staff, both paid professional and volunteer.

ARTICLE 6: Internal Regulations

Internal regulations may be put forward to the Board of Directors. Modifications to this regulation can be approved by the Board of Directors upon a simple majority vote by present or represented members.

ARTICLE 7: Meetings

12.1 Agendas

Agendas for General Meetings, Special General Meetings, meetings of the Board and its Executive Committee shall be prepared by the Chief Operating Officer in consultation with the Board Chair.

12.2 Voting Privileges

Within each committee the right to vote is restricted to members of the committee in question.

12.3 Proxy Votes



There shall be no voting by proxy at any meeting of WLO, unless the voting member online attended at least 75% of the time of the meeting.

ARTICLE 8: Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern WLO in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of WLO.

ARTICLE 9: Offices of WLO

14.1 WLO is a non-profit organization registered in the State of New York.

14.2 United Nations Liaison Bodies and Affiliates shall be maintained in appropriate locations.

ARTICLE 10: Corporate Seal

The seal of WLO shall be in such form as shall be prescribed by the Board of Directors and shall be entrusted to the Chief Operating Officer.

ARTICLE 11: Auditors and Accounts

The Chairman or the Treasurer shall, annually, appoint a certified public accountant, or a firm of certified public accountants, to audit or to perform a review the books and accounts of WLO. The auditor shall hold office until the next Annual Meeting. The Executive Committee may fill a vacancy should this occur in between Annual Meetings.

ARTICLE 12: WLO Policies and Formal Agreements

From time to time the Board may establish policies and procedures, and enter into agreements intended to facilitate the ongoing work of WLO. Upon approval, they shall be recorded and maintained by the Secretariat, and made readily accessible to all WLO members.

ARTICLE 13: Publications

WLO shall publish or facilitate publishing works of both a periodical and occasional nature in both print and electronic formats. These shall include a regularly appearing Newsletter emanating from the Secretariat and a Journal produced by an Editor who is advised by an Editorial Board. Subscriptions to WLO periodicals shall be made available at rates approved by the Board. Other publications may receive WLO's endorsement upon approval of the Executive Committee.

WLO's publications may be provided on a complimentary basis to individuals or organizations where deemed appropriate. Subject to annual review, exchange agreements may be entered into on approval of the Board.

ARTICLE 14: Amendments

The Bylaws of WLO may be amended at any Annual or Special Board meeting by a two-thirds majority vote of the Board members, provided a quorum is present, and provided a Notice of Motion by any



current member of WLO was received by the Secretariat 60 days before the meeting where the vote is to occur.

1. Board of Directors Approval: September 30, 1997 (World Leisure AGM Dubrovnik)
2. By-Laws Revised: April 11, 1998, Board Meeting #002, 0020.3.5.1 (1. of Article 8.4.2) (Monterrey, Mexico)
3. By-Laws Revised: April 24, 2001, Board Meeting #005 (Shanghai, China)
4. By-Laws Revised: January 16, 2004, Board Meeting #007 (Vancouver, Canada)
5. By-Laws Revised: September 12, 2004, Board Meeting #008 (Brisbane, Australia)
6. By-Laws Revised: May 22, 2005, Board Meeting #009 (Malmö, Sweden)
7. By-Laws Revised: December 2, 2007, Board Meeting #014 (Cedar Falls, USA)
8. By-Laws Revised: August 2010, Board Meeting #017 (Chuncheon, Korea)
9. By-Laws Revised: October 2013, Board Meeting #022 (Cedar Falls, Iowa, USA)
10. By-Laws Revised: September 2014, Board Meeting #024 (Mobile Bay, Alabama, USA)
11. By-Laws Revised: October 2017, Board Meeting #027 (Hangzhou, China)
12. By-laws Revised: August 27, 2018, Board Meeting #028 (Sao Paulo, Brazil)

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