

## **BY-LAWS OF FRIENDS OF STATE PARKS, INC**

### **ARTICLE I. NAME**

The name of this organization shall be “Friends of State Parks, Inc.” (hereinafter “Friends”).  
The principal office shall be located in Raleigh, North Carolina.

### **ARTICLE II. ARTICLES OF ORGANIZATION, PURPOSE, AND NON-PROFIT STATUS**

Friends of State Parks, Inc. is a nonprofit corporation organized under the laws of the State of North Carolina. Its “articles of organization” comprise the articles of incorporation and these by-laws as from time to time amended and are adopted pursuant to GS55A-14 and 55A-15.

Friends of State Parks, Inc. is organized exclusively for charitable, educational, literary, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In December of 1978 the United States Internal Revenue Service granted Friends of State Parks, Inc. tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. Friends of State Parks, Inc. tax identification number is 58-1634155.

### **ARTICLE III. OBJECTIVES**

The objective of the organization shall be to enhance and perpetuate the state park system of North Carolina for the enjoyment and benefit of all the state’s people. To fulfill its role, Friends shall assist and advise the NC Division of Parks and Recreation or any other state agency which has or may have authority for the acquisition and management of state parks or state park lands or other state natural or recreation areas with a view toward assuring:

Section 1. The preservation and protection of natural areas of unique or exceptional scenic value for the inspiration and benefit of present and future generations.

Section 2. The establishment and operation of state parks, natural areas, state natural and scenic rivers, and state scenic trails so as to provide recreational use of natural resources and outdoor recreation in natural surroundings.

Section 3. The portrayal and interpretation of plant and animal life, geology, and all other natural and historic features and processes included in the various state parks and natural areas.

Section 4. The preservation, protection and portrayal of natural scientific sites of statewide importance.

Section 5. The promotion of public awareness of the contribution of the state park system to the quality of life of the people of North Carolina.

Section 6. The support of a comprehensive registry (whether housed in state parks, as at present, or in some other agency) of natural areas on state parks, other public and private lands, and an inventory of the plant and animal species therein, in order to identify endangered and threatened species and natural areas of high species diversity and quality.

Section 7. To encourage acquisition and preservation of state parks and other natural areas in the state, large enough and with enough diversity of habitats to forever guarantee survival of all our native species of plants, animals and their habitats.

## ARTICLE IV. MEMBERSHIP

Section 1. Public and private organizations and individuals interested in the purposes and objectives of Friends of State Parks, Inc. and willing to uphold its policies and subscribe to its by-laws shall be eligible for membership upon payment of dues as hereinafter provided.

Section 2. There shall be three classes of memberships: individual, family, and organization. The categories of individual and organization membership shall be determined each year by the Board of Directors.

Section 3. Any individual desiring to become a member of Friends in an individual membership category may do so by application and the payment of dues specified as for the desired category of individual membership. The purchase (not renewal) of a Friends of State Parks license plate allows the one-time submission of an individual membership application and will satisfy the dues requirement for the current calendar year, or the following calendar year if submitted in the fourth quarter. An individual member shall be entitled to one vote on all matters submitted to a vote of the membership.

Section 4. Any family unit desiring to become a member of Friends may do so by application for such membership, the payment of dues specified for that class of membership. A family membership shall be entitled to one vote on all matters submitted to a vote of the membership.

Section 5. Any organization desiring to become a member of Friends in an organization membership category may do so by submitting to the Board of Directors a statement by its president and secretary that the organization has voted to apply for membership, by payment of dues specified for the desired category of organization membership. An organization member shall be entitled to one vote on all matters submitted to a vote of the membership.

Section 6. No individual or organization shall hold membership in more than one membership category.

Section 7. All members who have met all of the requirements and paid membership dues for the current year are deemed active members. The organization shall conduct an annual enrollment of members but persons may be admitted to membership at any time. Memberships shall coincide with the calendar year.

Section 8. Members are expected to conduct themselves in a manner supportive of the objectives of the Friends of State Parks, Inc. Members who act in a manner to discredit the organization or fail to pay dues are subject to termination or suspension. Membership may be terminated or suspended by vote of the Board of Directors.

## ARTICLE V. DUES

Section 1. The amount of annual dues for each class and/or category of membership shall be determined for each year by the Board of Directors.

Section 2. Dues shall be payable on or before January 1 of each year.

## ARTICLE VI. OFFICERS AND THEIR ELECTION

Section 1. The officers of the organization shall consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.

Section 2. Officers shall be elected from the membership by vote of the membership at the annual meeting.

Section 3. Officers shall assume their duties at the close of the annual-meeting at which they were elected and shall serve for a term of two years and until the election and qualification of their successors.

Section 4. A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by the Executive Committee.

#### ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall act as spokesperson for the organization, shall preside at all meetings of the organization and of the Board of Directors at which s/he may be present, shall perform all duties ordinarily incident to this office or as prescribed in these by-laws or assigned to this office by the Board of Directors, and shall coordinate the work of the officers and committees of the organization in order that the Objectives may be promoted.

Section 2. The First and Second Vice President shall perform duties that support the organization's objectives. In the absence of the President, the First Vice President, or in his/her absence, the Second Vice President shall preside at meetings of the organization and of the Board of Directors.

Section 3. The Secretary shall be responsible for the minutes of all meetings of the organization and of the Board of Directors; shall notify members of their appointment to committees; shall ensure dissemination of minutes and notices of meetings of the organization and the Board of Directors as required; shall conduct such correspondence as the Board of Directors may direct and shall perform such other duties as may be delegated. The Secretary shall act as the custodian of all official records and shall maintain a record of all policies and procedures adopted by the Board.

Section 4. The Treasurer and Executive Committee-appointed and Board-approved representatives shall have custody of all the funds of the organization, shall keep a full and accurate account of the receipts and expenditures and shall make disbursements as authorized by the Executive Committee or the Board of Directors. The Treasurer shall present a financial statement at every Board and membership meeting and at other times when requested by the President. The Treasurer shall be responsible for ensuring the preparation of an annual audit in a manner prescribed by the Board of Directors and preparation and filing of Friends of State Parks Inc. tax documents.

#### ARTICLE VIII. THE BOARD OF DIRECTORS

Section 1. The affairs of the organization shall be managed by the Board of Directors through its Executive Committee. Standing committees may manage the affairs of the organization that fall within their defined bounds, as approved by the Board.

Section 2. The board shall consist of a maximum of 18 Directors including the immediate past president and the five officers: the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer. The President shall be the chairperson of the Board. The Board shall strive to include Directors from each of the state parks districts who serve as local contacts and Friends of State Parks, Inc. representatives at local park events. Chapter chairpersons who are not elected as Directors, and any former Director elected by the Board to serve as a Director Emeritus, shall serve on the Board in a non-voting ex officio capacity. The Directors shall be elected from the membership at the annual membership meeting.

Section 3. Directors shall assume their official duties following the close of the annual meeting at which they were elected and shall serve for a term of two years and until the election of their successors.

Section 4. The five officers and the immediate past president serving in an ex officio capacity shall constitute an Executive Committee that is authorized to act on behalf of the organization between Board meetings, including, but not limited to, taking positions for the organization and the expenditure of funds not to exceed 10% of the current balance in the organization's unencumbered accounts. The Executive Committee shall report decisions and expenditures to the Board of Directors at its next quarterly meeting. Decisions by the Executive Committee shall be made by a positive vote of a majority of its officers. A quorum of the Executive Committee shall consist of any three officers, and it is permissible to conduct meetings and vote by telephone or other electronic means.

Section 5. Any vacancy occurring in the Board of Directors may be filled by the Executive Committee. The Executive Committee will notify all chapters of Friends of State Parks of a vacancy occurring and solicit the nomination of qualified candidates to fill the vacancy. A Director appointed by the Executive Committee shall serve for the unexpired term of his or her predecessor and assume duties immediately.

Section 6. Seven Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Regular meetings of the Board of Directors and the Executive Committee shall be held quarterly. Special meetings may be called by the President or any two directors. The Secretary shall give five days notice of all meetings of the board.

Section 8. Any member or group of members may appear before any meeting of the Executive Committee to present information or to request action. The Executive Committee shall act at the same meeting on each such presentation by either deciding to take action, take no action, or hold the matter for further investigation. Any member may also appear before the Board of Directors for the same purpose after first presenting the matter to the Executive Committee.

Section 9. All officers and Directors shall be elected for two-year terms. All officers and Directors may be re-elected. Terms of the President and Second Vice President shall expire in even-numbered years. Terms of the other officers shall expire in odd-numbered years.

Section 10. The Board of Directors may take action by e-mail or other electronic means not satisfying the criteria of Section 10 if all of the following requirements are met:

1. A Director makes a motion to take the action by electronic means;
2. The President schedules, and issues at least a 5-day notice of, a teleconference to afford opportunity for discussion or amendment of the motion.
3. Each Director submits a signed statement of consent, in writing or other printable format (e.g., email or fax), to acting electronically within four days of the motion;
4. If all Directors consent to acting electronically, a teleconference is held;
5. The motion is seconded during the teleconference;
6. Discussion and amendment of the motion is permitted pursuant to Robert's Rules of Order;
7. At the end of the teleconference, the Secretary circulates to all Directors a summary of the discussion and restatement of the motion, with any properly-adopted amendments, setting a deadline for response by 5:00 p.m. the next business day; and
8. A minimum of seven Directors respond to the re-stated and re-circulated motion by the deadline; and
9. A majority of timely respondents vote to take the requested action.

Section 11. The Board of Directors shall employ a salaried staff executive who shall have the title of Executive Director and serve as the chief executive and operating officer of the organization. The terms and conditions of the Executive Director's employment contract shall be approved by the Board.

The Executive Director shall be responsible for all the day-to-day management functions of the organization and shall direct all activities of the organization in accordance with these Bylaws and any policies established by the Board of Directors. The Executive Committee shall be responsible for evaluating the performance of the Executive Director.

The Executive Director may

- (a) employ and discharge additional staff members as necessary to carry on the work of the corporation, and fix their compensation within the approved budget;
- (b) define the duties of the staff, supervise their performance, and establish titles; and
- (c) delegate those responsibilities of management in the best interest of the corporation.

The Executive Director shall attend all meetings of the Board of Directors, the Executive Committee, and, if able, meetings of standing committees, serving as an ex-officio member, without a vote.

Section 12. All Directors are expected to attend all board meetings. When a Director expects to be absent from a board meeting, s/he must notify the president or secretary prior to the meeting. Missing four consecutive meetings without notification constitutes a constructive resignation. The Executive Committee will act in a timely manner to fill this vacated position. These attendance expectations apply also to officers in their attendance at both board and executive committee meetings.

#### ARTICLE IX. COMMITTEES AND COMMITTEE SELECTION

Section 1. There shall be seven standing committees to facilitate the work of the organization in its internal and external affairs. The three internal affairs committees are Budget and Finance; Board Development and Nominations; and By-laws. The chairpersons of these committees shall be Directors. The four external affairs committees are Membership; Communications and Public Relations; Liaison; and Environmental Education. Membership on these committees is open to non-Directors who are members of Friends of State Parks, Inc. If a non-Director chairs any of these committees or an ad hoc committee, that person will, during such term of service, also serve on the Board of Directors in a non-voting ex officio capacity. It is permissible for committees to conduct meetings and vote by telephone or other electronic means. Committees shall report decisions and financial transactions to the Board of Directors at its next quarterly meeting

Section 2. The chairperson of each standing committee shall be appointed by the President to serve a two-year term.

Section 3. The President shall be a member, ex officio, of all committees.

Section 4. Additional standing or ad hoc committees may be established by the President or the Board of Directors.

#### ARTICLE X. DUTIES OF COMMITTEES

##### Section 1. Budget and Finance Committee

The Budget and Finance Committee is chaired by the Board Treasurer. Its tasks are to develop a proposed annual budget; to design, prepare and distribute accurate and timely financial reports for board meetings and for the annual meeting; to prepare and file tax documents; to recommend selection of the auditor and work with the auditor, to report to the board any financial concerns and fundraising opportunities.

## Section 2. Board Development and Nominations Committee

The Board Development and Nominations Committee is charged with preparing priorities for board composition, meeting with prospective Directors, nominating new Directors, providing orientation and training for the board, and suggesting new, non-Directors for committee membership. The Committee shall also monitor board and committee attendance and duty compliance for all Directors. The Committee shall prepare a slate of nominees to fill each vacant office and directorship to be voted on by the membership at the annual meeting. There will be one eligible person nominated for each office and directorship. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such offices or directorships. Nominations may be made from the floor.

## Section 3. By-laws Committee.

The By-laws Committee will review the by-laws on an annual basis to assess board adherence to the provisions and, when needed, recommend amendments in accordance with ARTICLE XV of these by-laws.

## Section 4. Membership Committee.

The Membership Committee shall develop strategies for promoting and expanding membership in all categories, and maintain and make available to the board a membership roster.

## Section 5. Communications and Public Relations Committee.

The Communications and Public Relations Committee will be responsible for keeping members and concerned citizens informed of Friends activities and objectives through publication and distribution of a quarterly newsletter and an annual report and through use of electronic social media and other appropriate means.

## Section 6. Liaison Committee.

The Liaison Committee will participate in planning and coordination with Parks Division staff, Friends of State Parks, Inc. Chapters, start-up and independently operating Friends Groups, Parks Advisory Councils, and related organizations in carrying out Friends of State Parks, Inc. objectives, and in procurement of special grants.

## Section 7. Environmental Education Committee.

The Environmental Education Committee will work with the State Parks Division Interpretation and Education staff and other environmental organizations to promote environmental education opportunities for youth and adults.

## ARTICLE XI. ANNUAL GENERAL MEETING

Section 1. There shall be one general meeting of the membership each year. The Executive Committee shall decide specific dates for the annual meeting.

Section 2. Special meetings of the organization may be called by the President or by the Board of Directors.

Section 3. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting the purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the close of the meeting either personally, electronically or by mail to each member entitled to vote at such meeting.

Section 4. A quorum for the transaction of business at any meeting of the members shall be at least seven members eligible to vote. The vote of a majority of the voters entitled to be cast at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

#### ARTICLE XII FISCAL YEAR

The fiscal year of the organization shall run with the calendar year.

#### ARTICLE XIII. PARLIAMENTARY PROCEDURE

Roberts Rules of Order Revised shall govern the organization in all cases in which they are applicable and in which they are not in conflict with the by-laws.

#### ARTICLE XIV. AFFILIATION

Friends of State Parks, Inc. acts as an umbrella organization for local North Carolina State Parks Friends Groups in their various stages of development: from start-up status, Friends of State Parks, Inc. chapters, to independent associations.

#### ARTICLE XV. AMENDMENTS

These by-laws may be amended at any annual or special meeting of the membership by a two-thirds vote of the votes entitled to be cast by the members present or represented by written proxy at a meeting at which a quorum is present, provided that notice of the proposed amendment was given to each member at least ten days prior to said meeting and that the amendment has been approved by the Board of Directors.

#### ARTICLE XVI. INDEMNIFICATION

The Board of Directors shall provide for indemnification of any director or officer or former director or officer of the corporation or any person who may have served at its request against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

#### ARTICLE XVII. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall dispose of all the assets of the corporation in compliance with Chapter 55A of the North Carolina General Statutes. After paying or making provisions for the payment of all of the liabilities of the corporation, the Board of Directors shall attempt to dispose of remaining corporate assets in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine will enhance and perpetuate the state parks system of North Carolina for the enjoyment and benefit of all the state's people. Any assets not so disposed of shall be deposited in the Office of the Clerk of Superior Court, of Wake County, State of North Carolina, to be distributed in such manner, or to such organization or organizations, as the court shall determine will enhance and perpetuate the state parks system of North Carolina for the enjoyment and benefit of all the state's people.

## ARTICLE XVIII. NONDISCRIMINATION STATEMENT

Friends of State Parks, Inc does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin(ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Friends of State Parks, Inc. is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

## ARTICLE XIX. CONFLICT OF INTEREST STATEMENT

No Director or committee member, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such Director or committee member's connection with Friends of State Parks, Inc., unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Director and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.

No Director or committee members should perform, for any personal gain, services to any Friends of State Parks, Inc. supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board or committee authorizes such a transaction. Similar association by a family member of the Director or committee member or by any other close relative may be inappropriate.

No Director or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any Friends of State Parks, Inc. supplier of goods or services or any other organization that is engaged in doing business with or serving Friends of State Parks, Inc. unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to conflict of interest.

This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.

Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate.

## ARTICLE XX. WHISTLE BLOWER STATEMENT

If any employee, volunteer, Director or committee member reasonably believes that some policy, practice, or activity of Friends of State Parks, Inc. is in violation of law, a written complaint may be filed by that employee, volunteer, Director or committee member with the Chief Executive Officer.

It is the intent of Friends of State Parks, Inc. to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support

of all employees, volunteers, Directors or committee members is necessary to achieving compliance with various laws and regulations.

An employee, volunteer, Director or committee member is protected from retaliation only if the employee, volunteer, Director or committee member brings the alleged unlawful activity, policy, or practice to the attention of Friends of State Parks, Inc. and provides Friends of State Parks, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to employees, volunteers, Director or committee members that comply with this requirement. Friends of State Parks, Inc. will not retaliate against an employee, volunteer, Director or committee member who, in good faith, has made a protest or raised a complaint against some practice of Friends of State Parks, Inc., or of another individual or entity with whom Friends of State Parks, Inc. had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

Friends of State Parks, Inc. will not retaliate against an employee, volunteer, Director or committee member who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of Friends of State Parks, Inc. that the employee, volunteer, Director or committee member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

Amended October 25, 2008

Amended November 2, 2013

Amended October 25, 2014

Amended December 5, 2015

Amended November 19, 2016