

## FRIENDS OF RAVEN ROCK STATE PARK (FRARO) CHAPTER BYLAWS

### ARTICLE I. CHAPTER NAME

The name of this organization shall be "Friends of Raven Rock State Park" (hereinafter called "FRARO").

### ARTICLE II. ARTICLES OF ORGANIZATION

The organization is a nonprofit corporation operating as an independent Chapter of the Friends of State Parks, Inc. (FSP) as organized under the laws of the State of North Carolina (IRS tax id 58-1634155).

### ARTICLE III. PURPOSE

The purpose of the association shall be to support Raven Rock State Park including the park lands and trails within and adjacent and the rivers that run through; developing and promoting public awareness; providing support and resources for the maintenance of programs, facilities and recreation; advocating for ecological conservation and preservation; and addressing environmental issues. These purposes are exclusively nonprofit, charitable, and educational.

### ARTICLE IV. MEMBERSHIP

Section 1. Public and private organizations and individuals interested in the purposes and objectives of the organization 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 only one class of membership. Any changes to classes of membership and any specific benefits for each membership class shall be established by the Board.

Section 3. Dues shall be determined by the membership at the annual meeting. The Board shall annually review the dues structure and make recommendations for any changes.

Section 4. Each member who is at least 18 years of age shall be entitled to vote on all matters presented to the membership at the annual meeting, including election of Officers and Directors.

Section 5. 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 6. Membership shall be terminated by resignation or by non-payment of dues.

### ARTICLE V. DUES

Section 1. The amount of annual dues shall be \$5.00 per membership. Dues amount 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 Chairperson, Vice Chairperson, Secretary and Treasurer.

Section 2. Officers shall be elected from the membership by vote of the membership at its annual fall business meeting except that the first year's officers shall be elected at the January 26, 2012, organizational meeting.

Section 3. Officers shall assume their duties at the close of the annual business meeting at which they were elevated 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 Chairperson shall preside at all meetings of the organization and of the Board of Directors at which he/she may be present; shall perform all duties ordinarily incident to his/her office, or as prescribed in these by-laws or assigned to him/her 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 Vice Chairperson shall preside at meetings of the organization and of the Board of Directors in the absence of the President, and shall perform the duties of the President in his/her absence.

Section 3. The Secretary shall record the minutes of all meetings of the organization and of the Board of Directors; shall notify members of their appointment to committees; shall send out 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.

Section 4. The Treasurer shall present a financial statement at every membership meeting and at other times when requested by the President and shall make a full report at the annual business meeting. An annual audit shall be made by such a method as prescribed by the Board of Directors.

#### ARTICLE VIII. THE BOARD OF DIRECTORS

Section 1. The affairs of the association shall be managed by the Board of Directors and its Executive Committee. Standing committees may manage the affairs of the association that fall within their defined bounds, as approved by the Board. A committee must have the concurrence of the Chairperson and a majority of the Executive Committee when publicly responding to problems in Raven Rock State Park.

Section 2. The Board shall consist of seven Directors, including the four Officers and three at-large members. The Directors shall be elected from the membership at the annual business meeting of the membership. Any Directorships not filled by the membership shall be treated as vacancies to be filled by and in the discretion of the Executive Committee. The Past Chairperson shall be an ex-officio member of the Board, but shall have no voting rights on the Board except in the event of a tie vote. The Park Superintendent(s) shall be ex-officio members of the Board, without voting rights.

Section 3. Directors shall assume their official duties, following the close of the annual business 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 four Officers and the Past Chairperson shall constitute an Executive Committee that is authorized to act on behalf of the association between board meetings, including, but not limited to taking positions for the association and the expenditure of funds not to exceed 10% of the current balance in the association's accounts. The Executive Committee shall report decisions and expenditures to the Board of Directors at its next quarterly meeting. The Executive Committee shall develop and maintain a Policy and Procedures Manual to supplement these Bylaws, to be approved by the Board. 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 three Officers, and it is permissible to conduct meetings and vote by telephone and other electronic means.

Section 5. Any vacancy occurring in the Board of Directors shall be filled by the Executive Committee. Such a director shall be appointed for the unexpired term of his predecessor.

Section 6. Four members of the Board of 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 shall be held quarterly. Special meetings may be called by the Chairperson or any two Directors. The Secretary shall give five days notice of all meetings of the Board.

Section 8. All Officers and Directors shall be elected for staggered two year terms except that the officers and directors elected for the first year in January 2012 will be elected as follows: The Chairperson for one year; the Vice Chairperson for two years; the Secretary for one year; and the treasurer for two years. All Officers and Directors may be re-elected. No Officer or Director may serve more than three consecutive two-year terms. The Past Chairperson shall serve, ex officio, as a member of the Board for two years after a new Chairperson is elected.

Section 9. In order to ensure the effective and efficient operation of the association, all Board members should strive to attend all scheduled Board meetings. Elected Board members who fail to attend two consecutive meetings during their term will not be eligible for re-election.

## ARTICLE IX. COMMITTEES

Section 1. There shall be standing committees, including Nominating and Audit, to facilitate the work of the association. The Chair of each standing committee shall be appointed by the Chairperson. Terms of committee chairs shall run for one year, until the annual business meeting. The Chairperson shall be an ex-officio member of all committees. Additional standing or ad hoc committees may be established by the Chairperson or the Board of Directors.

Section 2. There shall be a nominating committee composed of three members selected by the Chairperson from the membership. The nominating committee shall nominate one eligible person for each office and directorship to be filled and report its nominees at the annual business meeting at which time additional nominations may be made from the floor. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such offices or directorships.

Section 3. There shall be an audit committee composed of three members: one member to be appointed by the Chairperson; one member to be appointed by the Treasurer; and one member to be appointed by the Park

Superintendent. The audit committee shall annually conduct an audit of the association's financial records and provide a written report to the Chairperson, who shall share the findings with the Board. The audit committee shall also conduct the elections at the annual meeting.

#### ARTICLE X. MEETINGS

Section 1. There shall be a minimum of two general meetings of the membership each year. One of these, to be held in the Fall, will be the annual general meeting for business and elections. The Executive Committee shall decide specific dates for these meetings.

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 days before the date of the meeting, electronically and/or by public notice.

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 votes 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 XI. FISCAL YEAR

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

#### ARTICLE XII. PARLIAMENTARY PROCEDURE

Robert's 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 XIII. 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 at a meeting at which a quorum is present, provided that notice of the proposed amendment shall have been given each member at least ten days prior to said meeting and that the amendment has been approved by the Board of Directors.

#### ARTICLE XIV. DISSOLUTION

In the event that dissolution of this association becomes necessary all remaining funds and assets shall be expended in a manner that respects the objectives and purpose of the association, and in a manner that benefits Raven Rock State Park.