



**CHAPTER BYLAWS**

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# FRIENDS OF GORGES STATE PARK (FOG)

## CHAPTER BYLAWS

### ARTICLE I. NAME

**Section 1.1** The name of this association shall be Friends of Gorges State Park (hereinafter FOG).

### ARTICLE II. ARTICLES OF ASSOCIATION

**Section 2.1** The association 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

**Section 3.1** The purpose of FOG shall be to support Gorges State Park, the park lands and trails within and adjacent, and the rivers that run through; developing and promoting public awareness; providing support and resources for personnel and 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. All actions and activities shall be in compliance with the then current Memorandum of Agreement (MOA) between the North Carolina Department of Natural and Cultural Resources and the Friends of Gorges State Park, Inc.

### ARTICLE IV. MEMBERSHIP

**Section 4.1.** Membership in FOG shall be open to any individual, group, or corporation who subscribes to and supports the purposes of FOG and shall be in good standing upon payment of the prescribed annual dues.

**Section 4.2.** There shall be four (4) types of memberships: individual, family, donor, and life.

**Section 4.3.** Any individual(s) desiring to become a member of Friends of Gorges State Park in an individual, family, donor or life membership category or as an organization may do so by application for such membership, the payment of dues specified as hereinafter set forth for that class of membership, and the approval of the Board. An individual member shall be entitled to one vote on all matters submitted to a vote of the membership.

**Section 4.4.** Any family unit desiring to become a member of FOG in a family, donor or life membership category may do so by application for such membership, the payment of dues specified for that class membership as hereinafter set forth, and approval of the Board. A family membership shall be entitled to two votes on all matters submitted to a vote of the membership.

**Section 4.5.** Any business or organization desiring to become a member of FOG in a donor membership category may do so by submitting to the Board a statement by its president and/or

secretary and/or persons with the authority to do so that the organization has voted to apply for membership, by payment of dues specified for that class of membership, and by approval of the Board. A donor membership shall be limited to one vote on all matters submitted to a vote of the membership.

**Section 4.6.** No individual shall hold membership in more than one membership category.

**Section 4.7.** All members shall enjoy the same rights and privileges. Each member shall be entitled to vote on all matters presented to the membership at the annual meeting, including election of Officers and Directors.

**Section 4.8.** The organization shall conduct an annual enrollment of members but persons may be admitted to membership at any time. Memberships shall be for a period of twelve (12) months.

**Section 4.9.** Membership shall be terminated by resignation or by non-payment of dues.

## **ARTICLE V. DUES**

**Section 5.1.** The amount of annual dues for each class of membership shall be determined by the Board.

**Section 5.2.** Dues shall be paid in full to FOG in order for the twelve (12) month membership period to begin.

## **ARTICLE VI. OFFICERS AND THEIR ELECTION**

**Section 6.1.** The Officers of FOG shall consist of a President, Vice President, a Secretary, and a Treasurer.

**Section 6.2.** Officers shall be elected by the Board at its annual business meeting.

**Section 6.3.** Officers shall assume their duties at the close of the annual business meeting at which they were elected and shall serve for a term of two years until the election and qualification of their successors.

**Section 6.4.** Any Officer vacancy that may occur shall be filled within 60 days of said vacancy for the unexpired term by a current member of the Board as appointed by the Executive Committee.

## **ARTICLE VII. DUTIES OF OFFICERS**

**Section 7.1.** The President shall preside at all meetings of FOG and of the Board; shall perform all duties ordinarily incident to this office, or as prescribed in these bylaws or assigned by the Board; and shall coordinate the work of the Officers and committees of FOG in order that the purposes and objectives may be promoted.

**Section 7.2.** The Vice President shall preside at meetings of FOG and of the Board in the absence of the President, and shall perform the duties of the President in his absence.

**Section 7.3.** The Secretary shall record the minutes of all meetings of FOG and of the Board; shall notify members of their appointment to committees; shall send out minutes and notices of meetings of FOG and the Board as required; shall conduct such correspondence as the Board may direct and shall perform such other duties as may be delegated. The Secretary shall maintain a record of members present at each business meeting, including the annual meeting.

**Section 7.4.** 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. The Treasurer shall prepare a proposed budget for approval or modification at the annual meeting.

## **ARTICLE VIII. THE BOARD OF DIRECTORS**

**Section 8.1.** The affairs of FOG shall be managed by the Board and its Executive Committee. Standing committees may manage the affairs of FOG that fall within their defined bounds, as approved by the Board. A committee must have the concurrence of the President and a majority of the Executive Committee when publicly responding to problems in state parks.

**Section 8.2.** The Board shall consist of a minimum of eight (8) and no more than twelve (12) Directors, including the four Officers and no more than eight (8) at-large members. The Directors shall be elected by the membership at the annual business meeting of the membership. Any Directorships, up to twelve (12), not filled by the membership shall be treated as vacancies to be filled by the Executive Committee as recommended by the Nominating and Governance Committee and approved by the Board.

**Section 8.2.1.** The Past President 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 shall be a non-voting ex-officio member of the Board.

**Section 8.3.** 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 until the election of their successors.

**Section 8.4.** The four (4) Officers and the Past President shall constitute an Executive Committee that is authorized to act on behalf of FOG between board meetings, including, but not limited to taking positions for the association and the expenditure of funds not to exceed twenty-five percent (25%) of the current balance in the association's accounts. The Executive Committee shall report decisions and expenditures to the Board at its next scheduled meeting. The Executive Committee shall develop and maintain policy and procedures guidance 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 (3) Officers, and it is permissible to conduct meetings and vote by telephone and other electronic means.

**Section 8.5.** Fifty percent (50%) plus one (1) of voting members of the Board 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.

**Section 8.6.** Regular meetings of the Board shall be held a minimum of six (6) times per calendar year. 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 8.7.** All Officers and Directors shall be elected for staggered two-year (2 year) terms. All Officers and Directors may be re-elected. No Officer or Director may serve more than four consecutive two-year terms. The Past President shall serve, ex officio, as a member of the Board for two years after a new President is elected. If the current President is re-elected, the past President continues to serve ex officio for each re-election. Former Directors that have not served on the Board for a minimum of two years are eligible for election to the Board.

**Section 8.8.** 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 at least half of the meetings during a calendar year will not be eligible for re-election and may be subject to removal as recommended by the Nominating and Governance Committee to the Executive Committee and with approval of the Board.

## **ARTICLE IX. COMMITTEES**

**Section 9.1.** The Board shall cause to be formed the following four (4) standing committees: Nominating & Governance, Audit, Membership, and Marketing to facilitate the work of the association. Terms of committee members shall be for a maximum of two years (2 years) or until the annual business meeting occurs as determined by the Executive Committee. The FOG President shall be an ex-officio member of all committees. From time to time additional standing or ad hoc committees may be established by the Board. Said committees shall be made up of Directors and FOG members as appropriate as determined by the Board.

**Section 9.1.1.** The Executive Committee shall appoint a Chair of each Standing Committee. The Chair shall be a current Director that shall serve for a maximum of two years (2 years) or through the end of his/her Term, whichever first occurs.

**Section 9.2.** There shall be a Nominating & Governance committee composed of up to three (3) Directors selected by the Board and the current Park Superintendent. The Nominating and Governance Committee shall nominate one eligible person for each vacant office and directorship to be filled and submit their findings to the Board for their approval in advance of the annual business meeting. Subsequently, the committee shall 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 9.3.** There shall be an audit committee composed of three (3) members: one (1) member to be appointed by the President; one (1) member to be appointed by the Treasurer; and one (1) 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 President, who shall share the findings with the Board. The audit committee shall also conduct the elections at the annual meeting.

**Section 9.4.** There shall be a Membership Committee composed of up to three (3) Directors and up to three (3) volunteers.

**Section 9.5.** There shall be a Marketing Committee composed of up to three (3) Directors and up to three (3) volunteers.

## **ARTICLE X. MEETINGS**

**Section 10.1** Regular meetings of the Board shall be held a minimum of six (6) times per calendar year. 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. Any meeting of the Board may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the number of Directors participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting.

**Section 10.2** There shall be a minimum of one (1) business meeting of the membership each year, to be held each year and to be considered the Annual Meeting for business and elections. Each member shall be entitled to one (1) vote on each matter put before the membership. Members may vote in person, and/or through other means such as electronic mail, regular mail, teleconference, etc., that the Board facilitates at its discretion. The Annual Meeting of the membership may be conducted solely by one or more means of remote communication through which all of the members may participate with each other during the meeting, if the number of members participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting. The Executive Committee shall decide specific dates and locations for these meetings.

**Section 10.2.** Special meetings of FOG membership may be called by the Executive Committee or by the Board of Directors. In addition, meetings of the Board or Executive Committee needed to exercise the business of FOG may be called by the President.

**Section 10.3.** 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

(10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting.

**Section 10.4.** A quorum for the transaction of business at any meeting of the members shall be at least nine (9) 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**

**Section 11.1** The fiscal year of FOG shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of the same year to coincide with the calendar year.