

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. Persons may be admitted to membership at any time. Memberships shall coincide with the calendar year. The Secretary shall compile a current list of members with voting rights at least annually, and at least 10 days before any meeting of the membership.

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 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, by majority vote of the Board, be filled for the unexpired term by a current member.

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. The ex officio role of the immediate past president shall expire after two years. The Executive Committee 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 members. 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 a majority vote of the remaining Directors. The Executive Committee will notify all members and chapters of Friends of State Parks of a vacancy occurring and solicit the nomination of qualified candidates to fill the vacancy. A Director elected to fill a vacancy 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. Any Board meeting 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 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 three consecutive meetings constitutes a constructive resignation. The Board of Directors 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 three standing committees to facilitate the work of the organization: Budget and Finance; Board Development and Nominations; and By-laws. The chairpersons of these committees shall be Directors. Membership on these committees is open to non-Directors who are members of Friends of State Parks, Inc. If a non-Director Chairs any 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 to facilitate work on matters including but not limited to Membership, Communications and Public Relations, Liaising with other Nonprofit Organizations, and/or Environmental Education. The duties of such committees shall be articulated upon establishment.

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.

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 meeting 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 present or represented by proxy and eligible to vote. A member entitled to vote may authorize another person to act for that member by preparing and transmitting a proxy form to the Secretary in a manner permitted by applicable law no later than 5 days before any meeting of the members. The Secretary shall confirm the validity of the proxy appointment prior to any meeting of the members and proxies will be valid for no longer than eleven months after the date of appointment.

Section 5. The Annual Meeting 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.

ARTICLE XII FISCAL YEAR

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

ARTICLE XIII. 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 XIV. 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 XV. 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 XVI. 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 XVII. 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.

Amended October 29, 2022