

FRIENDS OF LOWER HAW RIVER STATE NATURAL AREA CHAPTER BY-LAWS

ARTICLE I. CHAPTER NAME

The name of this organization shall be "Friends of Lower Haw River State Natural Area" (hereinafter called "FLHRSNA").

ARTICLE II. ARTICLES OF ORGANIZATION

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

ARTICLE III. OBJECTIVES

The objective of the organization shall be to enhance and perpetuate the Lower Haw River State Natural Area in the state park system of North Carolina for the enjoyment and benefit of all the state's people. To fulfill its role, FLHRSNA 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, plant and animal life, geology, and all other natural and historic features of unique or exceptional scenic value for the inspiration and benefit of present and future generations.

Section 2. The establishment and operation of state scenic trails in the Lower Haw River State Natural Area so as to provide recreational use of natural resources and outdoor recreation in natural surroundings.

Section 3. The preservation, protection and portrayal of natural scientific sites of statewide importance within the Lower Haw River State Natural Area.

Section 4. The promotion of public awareness of the importance of the Lower Haw River ecosystem and the contribution of the state park system to the quality of life of the people of North Carolina.

Section 5. The encouragement of acquisition and preservation of lands along and surrounding the Lower Haw River State Natural Area, large enough and with enough diversity of habitats to forever guarantee survival of all our native species of plants, animals and their habitats along the Haw River in Chatham County.

ARTICLE IV. MEMBERSHIP

Section 1. Public and private organizations and individuals interested in and supportive of the purposes and objectives of the organization and willing to uphold its policies and subscribe to its by-laws shall be eligible for membership and shall be in good standing upon payment of any prescribed annual dues as hereinafter provided.

Section 2. Initially there shall be only one class of membership. Any additions or changes to classes of membership and any specific benefits for each membership class shall be established by the Board of Directors.

Section 3. Any individual desiring to become a member of Friends of Lower Haw River State Natural Area may do so by application for such membership, the payment of any prescribed annual dues specified as hereinafter

set forth for that class of membership, and the approval of the Executive Committee. An individual member who is at least 18 years of age shall be entitled to one vote on all matters submitted to a vote of the membership.

Section 4. 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 5. Membership shall be terminated by resignation or by non-payment of dues. Members are expected to conduct themselves in a manner supportive of the objectives of the Friends of Lower Haw River State Natural Area and Friends of State Parks, Inc. Members who act in a manner to discredit the organization are subject to termination or suspension by the Board of Directors.

ARTICLE V. DUES

Section 1. The amount of annual dues for each class 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 Vice President, a Secretary, and a Treasurer.

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

Section 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 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 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 the office, or as prescribed in these by-laws or assigned 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 President 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 manage the financial affairs of the organization and 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 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 minimum of five (5) directors and a maximum of eleven (11), including the four officers, and up to seven (7) at-large directors, as may be fixed or changed from time to time at a meeting of the Board called for such purposes, but no reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director. The immediate past president and the Park Superintendent(s) may be ex officio members of the Board, without voting rights. The President shall be Chairman of the Board. 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.

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 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. 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 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 may be filled by the Executive Committee. Such a director shall be appointed for the unexpired term of his predecessor.

Section 6. Five 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 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, with the exception of the initial officers. All officers and directors may be reelected. Terms of the President and Vice President expire in even numbered years. Terms of the other officers shall expire in odd-numbered years. No officer or director may serve more than three consecutive two-year terms.

Section 10. In order to ensure the effective and efficient operation of FLHRSNA, all officers and directors are expected to attend all board meetings. When a board member expects to be absent from a board meeting, s/he must notify the president or secretary prior to the meeting. Missing two 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.

Section 11. The Executive Committee may develop and maintain a Policy and Procedures Manual to supplement these By-Laws, to be approved by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. There may be standing or ad hoc committees established by the President or the Board of Directors to facilitate the work of the organization. The board shall determine the authority of the committee to act on the organization's behalf. A committee must have the concurrence of the President and a majority of the Executive Committee when publicly responding on behalf of FLHRSNA. Any member who volunteers to serve on a committee shall be made a member of the committee. The chairman of each standing committee shall be appointed by the President. Terms of committee chairmen shall run for two years, until the annual business meeting.

Section 2. The president shall be a member, ex officio, of all committees.

Section 3. There may be a governance committee composed of three members selected by the President from the membership. The chairman shall be selected by the members of the governance committee. The governance committee may 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. The governance committee may also be responsible for providing job descriptions for board members, clarifying future expectations, organizing board orientation to ensure that new board members are familiar with the organization and general board practices, reviewing by-laws, administering periodic self-assessments of board performance, and planning for leadership succession. The governance committee may also assist with planning board retreats and arranging other training opportunities for board members.

ARTICLE X. MEETINGS

Section 1. There shall be one general meeting of the membership each year. This general meeting, to be held in the Fall, will be the annual general meeting for business and elections. The board may determine what business to put before the membership for a vote. 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. Electronic, 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, either 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

Upon dissolution of FLHRSNA, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of FLHRSNA, dispose of all the assets of FLHRSNA in a manner that benefits Lower Haw River State Natural Area, in compliance with Article 7 of Chapter 55A of the North Carolina General Statutes and 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 organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law).

ARTICLE XV. NONDISCRIMINATION STATEMENT

Friends of Lower Haw River State Natural Area 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, volunteers, subcontractors, vendors, and clients. Friends of Lower Haw River State Natural Area 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 XVI. CONFLICT OF INTEREST STATEMENT

No board member or board committee member, or any member of his/her family should accept a 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 board or committee member's connection with Friends of Lower Haw River State Natural Area, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Board 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 board or committee members should perform, for any personal gain, services to any Friends of Lower Haw River State Natural Area 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 board or committee member or by any other close relative may be inappropriate. No board or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any Friends of Lower Haw River State Natural Area supplier of goods or services or any other organization that is engaged in doing business with or serving Friends of Lower Haw River State Natural Area 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.