

**Corporate Bylaws**  
**of**  
**Friends of the South Mountains State Park, Inc.**

**a North Carolina not-for-profit Corporation.**

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**ARTICLE I**  
**ORGANIZATION**

- Section 1.** Name. The organization shall be known as Friends of the South Mountains State Park, Inc. Friends of the South Mountains State Park, Inc. is an educational, charitable, non-political and not-for-profit corporation organized under the laws of North Carolina.
- Section 2.** Purpose. Friends of the South Mountains State Park, Inc., is organized for charitable, environmental, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and applicable regulations. Solely in furtherance of such charitable, environmental and educational purposes, Friends of the South Mountains State Park, Inc., shall be embowered to solicit, receive and expend contributions, gifts, legacies and grants, from all sources by such means as publications, exhibits, lectures, workshops and seminars; and to conduct such other activities as may advance the mission and purposes of Friends of the South Mountains State Park, Inc.

**ARTICLE II**  
**MEMBERS**

- Section 1.** The corporation shall have members. The qualifications for membership shall be set out by the Membership Committee.
- Section 2.** Eligibility and Applications. Any organization or individual who is interested in the charitable, environmental, scientific, literary or educational purposes of the Friends of the South Mountains State Park, Inc., is eligible for support and membership of the Friends of the South Mountains State Park, Inc.
- Section 3.** Membership Committee. This Corporation shall have a permanent membership committee consisting of three persons on a rotating basis appointed by the Executive Board.
- Section 4.** Voting. Only organizations or individuals who have made support contributions to Friends of the South Mountains State Park, Inc., shall be allowed to vote on any matter subject to a membership vote. One vote per organization or individual is permitted. The organizations's representative and/or individual must be present to vote.

**Section 5.** Withdrawal of support. Any annual or sustaining contributor or supporter may discontinue support by a letter; provided, however, that such withdrawal shall not relieve such contributor of any obligation for contributions accrued and unpaid at the date such withdrawal letter is filed.

### **ARTICLE III** **OFFICERS**

**Section 1.** Number. The Corporation shall have a President, a Secretary, a Treasurer, and such Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as the Executive Board from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary. However, no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or the bylaws to be executed, acknowledged or verified by two or more officers.

**Section 2.** Election and Term. The officers of the Corporation shall be elected by the membership at the annual membership meeting. Elections may be held at any regular or special meeting. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or until his successor is elected an qualified, unless otherwise specified by the Executive Board. The Executive Board may fill any vacancy in any office occurring for whatever reason.

**Section 3.** Removal. Any officer elected or appointed by the Executive Board may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.** Compensation. The officers of the corporation shall serve without compensation.

**Section 5.** President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings. Subject to the direction and control fo the Executive Board, he shall have general charge and authority over the business of the Corporation. He shall from time to time make such reports of the business of the Corporation for the preceding fiscal year to the Executive Board and at each annual meeting. He shall sign with any other proper officer any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executive and except where the signing and execution thereof shall be delegated by the Executive Board to some other officer. In general, he shall perform all duties incident to the office of President and other duties as may be prescribed by the Executive Board from time to time.

**Section 6.** Vice-Presidents. The Vice-President, or if there be more than one, the Vice-Presidents in the order of their seniority by designation, shall perform the duties of the President in his absence or during his disability to act. The Vice-Presidents shall have such other duties and powers as may be assigned to or vested in them by the Executive Board.

**Section 7.** Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings. He shall give all notices required by law and by these by-laws. He shall have general charge of the corporate books and records of the Corporation and the corporate seal. He shall affix the corporate seal to any lawfully executed instruments requiring it. He shall sign such instruments as may require his signature and in general, shall perform all duties incident to the office of Secretary and such duties as may be assigned to him from time to time by the Executive Board.

**Section 8.** Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Executive Board. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purposes; prepare a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, including particulars as to convertible securities then outstanding, to be made and filed within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection for a period of ten years; deliver a copy of latest such statement to any Director upon his written request therefor. The Treasurer shall, in general, perform all duties incident to his office and other duties as may be assigned to from time to time by the Executive Board.

**Section 9.** Assistant Secretaries and Treasurers. The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform other duties as shall be assigned to them by the Secretary or the Treasurer respectively, or by the Executive Board.

#### **ARTICLE IV** **EXECUTIVE BOARD**

**Section 1.** General Powers. The business and affairs of the Corporation shall be managed by the Executive Board. The Executive Board shall consist of all officers and directors.

**Section 2.** Number, Term and Qualification. There shall be such number of directors, not less than one, as may be fixed or changed from time to time at a meeting of the Board of Directors called for such purpose. No reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent director. Except as set forth in Section 7, below, each Director shall hold office until the third annual meeting next succeeding his election (i.e., a three year term) or until his death, resignation, retirement, removal, disqualification or until his successor is elected and qualified. Officers need not be residents of the State of North Carolina.

**Section 3.** Election of Directors. Except as provided in Section 7 of this Article, the Directors shall be elected at the annual meeting of the Board of Directors, and those persons who receive the highest number of votes shall be deemed to have been elected. If any Director so demands, the election of Directors shall be by ballot.

**Section 4.** Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Executive Board. If any officers are so removed, new officers may be elected at the same meeting.

**Section 5.** Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors, even though less than quorum, or by the sole remaining Directors; and the Director so elected shall serve the unexpired term of the Director replaced thereby.

**Section 6.** Chairman. The President of the Corporation shall serve as Chairman of the Executive Board. He shall preside at all meetings of the Board of Directors, and perform other duties as may be directed by the Board.

**Section 7.** Initial Board. The initial Board of Directors shall seven (7) in number and shall consist of the following persons appointed for the term set forth:

Janice Branstrom.....	August 2012
Walter Gravley.....	August 2012
Lenore Wortman.....	August 2012
Steve Gurley.....	August 2011
Tom Kenney.....	August 2011
Steve Padgett.....	August 2010
Jimmy Summerlin.....	August 2010

The initial Board of Directors shall serve until such time as the election of their replacement(s) or re-election to service or until his/her death, resignation, retirement, removal, or disqualification, whichever shall first occur.

## **ARTICLE V** **MEETINGS**

**Section 1.** Membership Meetings. A regular meeting of the membership shall be held annually without notice on the second Tuesday of August of each year. In addition, the Executive Board may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of the additional regular meetings.

**Section 2.** Executive Board Meetings. The Executive Board shall meet at least four times annually, at a time and place to be established by the Chairman.

- Section 3.** Special Meetings. Special meetings of the Executive Board may be called by, or at the request of, the President or any two Directors. Such meetings may be held either within or without the State of North Carolina.
- Section 4.** Notice of Meetings. Regular meetings of the Executive Board may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
- Section 5.** Quorum. A majority of the duly elected or appointed Officers and Directors shall constitute a quorum for the transaction of business at any meeting of the Executive Board. A majority present at any meeting, whether or not a quorum is present, may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall attend.
- Section 6.** Rules of Order. All meetings of the Friends of the South Mountains State Park, Inc., shall be conducted in accordance with Roberts Rules of Order.

## **ARTICLE VI** **COMMITTEES**

- Section 1.** Nomination Committee. The Executive Board shall at least 90 days prior to the annual meeting establish a Nominating Committee consisting of four members and the President. The Executive Board shall approve the slate of nominees.
- Section 2.** Finance Committee. The Finance Committee shall be appointed by the Executive Board following the annual General Meeting in August. The Finance Committee will be responsible for preparing a budget, planning fund-raising events, soliciting for contributions and recommending expenditures.
- Section 3.** Project Committee. The Project Committee will be responsible for planning projects, consisting of volunteer man hours to benefit the South Mountains State Park.
- Section 4.** Other Committees. The President, with the advice and consent of the Executive Board, may establish other committees deemed necessary for the operation of Friends of the South Mountains State Park.

**ARTICLE VII**  
**CONTRACTS, LOANS AND DEPOSITS**

- Section 1.** Contracts. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2.** Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Executive Board. Such authority may be general or confined to specific instances.
- Section 3.** Checks and Drafts. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation in such manner as shall from time to time be determined by the Executive Board.
- Section 4.** Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Executive Board may select.
- Section 5.** Execution of Documents and Things. The Officers of the corporation shall be the proper persons to execute all documents and things on behalf of the corporation. Neither the members of the Board of Directors nor the General Membership shall have the authority to bind the corporation to any contract, debt, liability, or otherwise, unless such person shall also be an Officer of the corporation and such act shall have been duly authorized as provided herein. The foregoing limitations shall not inhibit members of the Board of Directors from voting as members of the Executive Board to authorize actions by the Officers on behalf of the corporation.
- Section 6.** Liability of Members, Officers, and Board for Corporate Debts. Neither the General Membership, the Officers, or the Board of Directors shall be personally responsible for the payment or repayment of any debt or liability incurred for or on behalf of the corporation; provided, however, that any debt or liability incurred on behalf of the corporation that shall not have been authorized by the Executive Board shall be the personal responsibility of the person(s) incurring such debt or liability.

**ARTICLE VIII**  
**GENERAL PROVISIONS**

- Section 1.** Seal. The seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "Corporate Seal" and the date and place of incorporation, and such seal, as imprinted on the margin hereof, is hereby adopted as the corporate seal of the Corporation.



- Section 2.** Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation act or under the provisions of the charter or bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- Section 3.** Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.
- Section 4.** Amendments. Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the General Membership. Any amendment, repealer, or other change to these bylaws shall first be presented to and approved by a majority of the Executive Board. Upon approval by the Executive Board, the proposed amendment, repealer or other change to these bylaws shall be presented to the General Membership for approval at either (i) the next annual meeting; or (ii) a special meeting duly called and noticed. Notwithstanding anything herein to the contrary, no amendment, repealer, or other change to these bylaws shall be made that would be improper or impermissible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or the North Carolina Non-Profit Corporation Act (or any corresponding provision of any replacement or amendment to the Act).
- Section 5.** Articles of Incorporation. The provisions of the Articles of Incorporation of the corporation pertaining to the operation of the corporation are incorporated herein by reference. Notwithstanding anything herein to the contrary, these bylaws shall not be deemed to authorize any act or action that shall be contrary to the provisions of the Articles of Incorporation unless the said Articles shall have been duly amended to permit such act or action as provided herein. Any amendment, repealer, or other change to the Articles shall first be presented to and approved by a majority of the Executive Board. Upon approval by the Executive Board, the proposed amendment, repealer or other change to the Articles shall be presented to the General Membership for approval at either (i) the next annual meeting; or (ii) a special meeting duly called and noticed. Notwithstanding anything herein to the contrary, no amendment, repealer, or other change to the Articles shall be made that would be improper or impermissible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or the North Carolina Non-Profit Corporation Act (or any corresponding provision of any replacement or amendment to the Act).

**ARTICLE IX**  
**ELECTION AS A SECTION 501(c)(3) CORPORATION**

This corporation is organized exclusively for charitable, environmental, scientific, literary or educational purposes, including but such purposes the making of distributions to organizations

that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its officers or directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph (3) of the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, environmental, scientific, literary or educational purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not to disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Duly adopted this the 11<sup>th</sup> day of August, 2009, by the affirmative vote of the Executive Board as provided herein.