

Constitution and Bylaws

Friends of Fall Creek Falls State Park, Inc.

As Amended

December 6, 1997

Friends of Fall Creek Falls State Park, Inc.
10821 Park Road
Pikeville, TN 37367
423.881.5708

Constitution and Bylaws

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Article I

Name

Section 1.1:

The name of this organization, (hereafter called the Corporation), shall be Friends of Fall Creek Falls State Park, Inc.

Article II

Address

Section 2.1:

The principal office of the Corporation shall be in the State of Tennessee. The Corporation shall designate at all times a principal office address and a registered office in accordance with Tennessee Law. The Corporation may have offices at such other places within the State of Tennessee as the Board of Directors may from time to time determine.

Article III

Purpose

Section 3.1:

The Corporation shall be organized for the following purposes.

- (a) to foster conservation and education efforts in support of Fall Creek Falls State Park.
- (b) To assist Fall Creek Falls State Park in its efforts to better preserve and protect its existing land resources, including but not limited to the many natural, cultural and scenic features within or in proximity thereto.
- (c) To assist Fall Creek Falls state Park in providing quality recreational and interpretive experiences.

Article IV

Members

Section 4.1:

(d) Membership in the Corporation is open to, all natural persons, without respect to race, color, national origin, sex, religious preference, age, disability or any other constitutionally protected classification and to any firm, association, corporation, partnership or estate who have an interest in the objectives of the Corporation and can support the purposes for which it is organized.

Section 4.2

All natural persons and any entity as defined in Section 4.1 may be admitted to a membership in the Corporation by the Board of Directors, provided such persons shall have paid any duly established membership fee.

Section 4.3

Membership fees, to be paid by natural persons or other entities as a condition to being admitted as members of Friends of Fall Creek Falls State Park, Inc., and dues, assessments and other fees, to be paid by members periodically as a condition of continuing membership, will be established from time to time by the Board of Directors. The resignation, expulsion, suspension of a member or termination of his or her membership does not relieve the member from any obligations that the member may have to this Corporation.

Section 4.4

Natural persons who are members of the Corporation admitted in accordance with Section 4.2 shall be entitled to vote on all matters upon which the membership shall vote and shall have the privilege of participating in the purposes and activities of the Corporation.

Section 4.5

Member firms, associations, Corporations, partnerships or estates admitted to membership in accordance with Section 4.2 shall be entitled to one (1) vote on all matters upon which the membership shall vote. Each firm, association, Corporation, partnership or estate holding membership in the Corporation will nominate an individual whom the holder desires to cast its vote and to otherwise exercise the privileges of membership. Such firm, association, corporation, partnership or estate shall have the right to change its membership nomination upon written notice to the Secretary of the Corporation.

Section 4.6:

Family memberships shall be available and families who have paid any duly established membership fee and have been admitted to membership by the Board of Directors shall be entitled to have two adult members of the family vote on all matters upon which the membership shall vote. All family members shall have the privilege of participating in the purposes and activities of the Corporation. For the purpose of these Bylaws, a family eligible for family membership shall not have more than two (2) adult members.

Section 4.7:

Other membership categories may be established from time to time to designation of the Board of Directors as such additional categories are necessary for purposes of accomplishing the objectives of the Corporation.

Article V Membership Meetings

Section 5.1:

Membership meetings shall be held at the principal office of the Corporation or at such other place as the members may designate or in absence of such designation at such other place as may be fixed by resolution of the Board of Directors.

Section 5.2:

Unless otherwise required by law, fifteen percent (15%) of the members of the Corporation must be represented at any meeting of the members to constitute a quorum for the purpose of transacting business.

Section 5.3:

The Annual Meeting of the Members of the Corporation shall be held during the fourth quarter of the calendar year. Time and place shall be fixed by the membership, or in the absence thereto, by resolution of the Board of Directors and notice thereof mailed to each member in accordance with Section 5.6. At the Annual Meeting the membership shall elect directors of the Corporation, receive reports on the activities and financial condition of the Corporation and transact such other business as may properly come before the meeting.

Section 5.4:

Special meetings of the membership of the Corporation may be held upon the call of the Board of Directors or the Chairperson or upon written request to the Secretary by ten (10) members. A special meeting may be called for general purposes or any special purposes.

Section 5.5

The Corporation shall notify its members of the dates, time and place of each Annual Meeting, or of any special meetings, no fewer than ten (10) nor more than thirty (30) days before the meeting. Such notice shall be mailed to each member of the Corporation by depositing it in the United States Mail, first class postage paid addressed to the member at the address listed on the corporate records. It shall be delivered when deposited in the United States Mail.

Section 5.6

Attendance of a member at any membership meeting waives any required notice to him or her of the meeting.

Article VI Board of Directors

Section 6.1:

All corporate powers of the Corporation shall be exercised by and under authority of and the affairs of the Corporation shall be managed under the direction of the Board of Directors. A Director, to be qualified for the office, must be a natural person, shall be at least eighteen (18) years of age, must be a citizen in good standing in the community where he or she resides and must be a member in good standing in the Corporation.

Powers and Duties of the Board of Directors

- a. The Board of Directors shall serve as the administrative policy-making body of the Corporation and shall possess such powers and duties required to maintain, promote, and administer the policies, purposes, and objectives of the organization.
- b. The Board of Directors shall be responsible for planning, coordination, evaluation, and administration of organizational activities.
- c. The Board of Directors shall have the power to contract and to do any and all acts necessary to carry out its functions as set forth in these Bylaws.

Section 6.2:

The Board of Directors shall be compromised of not less than six (6) nor more than nine (9) members as shall be determined by resolution of the Board of Directors from time to time, each of whom shall be elected annually to serve for a one (1) year term or until their successors or elected and have qualified.

Section 6.3:

The election of directors shall be in accordance with the following procedures:

- a. at the October meeting of the Board of Directors, the Chairpersons shall appoint a Nominating Committee of not less than three (3) members or appoint the Board of Directors as the nominating committee. The Committee shall submit their nominations for the directors to the Board of Directors in a timely manner so as to facilitate their approval and presentation to the members at the annual membership meeting.
- b. The directors for the next fiscal year shall be elected by the members by a ballot at the Annual Meeting. In addition to the nominations presented by the Board, nominations from the floor may be made at the Annual Meeting.

Elected directors will assume office on January 1 and will serve the next fiscal year or until their successors are qualified to serve, unless removed from office for reasons set forth in these Bylaws.

Section 6.4:

Except as otherwise provided herein regular meetings of the Board of Directors shall be held on a date, time and at a place to be set by the Board of Directors of the Corporation. Regular meetings of the Board of Directors shall be open to the membership of the Corporation.

Section 6.5

Special meetings of the Board of Directors may be called by the Chairperson or by two thirds of the Board of Directors pursuant to the giving of written notice, stating the places, date and time of the meeting, to each Director of the Board by depositing such notice in the United States Mail, first class postage paid, addressed to the Director at the address listed on the corporate records, at least ten (10) days prior to the meeting. Special meetings shall be opened to the general membership of the Corporation except in those instances where the matters to be acted upon by the Board of Directors dictate that the meeting be closed to protect the Corporation or individual members thereof.

Section 6.6:

If a Director attends or participates in a meeting he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 6.7:

A quorum of the Board of Directors consists of a majority of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors.

Section 6.8:

A Member of the Board may be removed:

- a. with or without cause by the members of the Corporation. In the event the members of the Corporation desire to remove a director it can only be done at a special meeting specifically called for that purpose.
- b. for misconduct if such removal is approved by the affirmative vote of two thirds (2/3) of the Directors present at a special Board Meeting called specifically for that purpose. A Board Member charged with misconduct shall have all rights afforded under due process of law. A special meeting called to remove a Board Member may be closed to the general membership if requested by the party to be charged and any notice of that meeting required by these Bylaws shall so indicate.

Section 6.9:

The term of office is immediately terminated for a Board Member if he or she fails to attend three (3) consecutive meetings of the Board without prior arrangement with the Board.

6.10:

Any vacancy in the Board of Directors occasioned by the inability to serve, resignation or removal of a Board member or officer of the Corporation shall be filled by the Board of Directors.

Article VII

Offices

Section 7.1

The officers of the Corporation shall be as follows:

- a. Chairperson – Shall serve as the Chief Executive Officer of the Corporation and shall preside at all meetings of the membership and the Board of Directors and perform such other duties as may be prescribed by the Board.
- b. Vice Chairperson – Shall perform all the duties of the Chairperson in the absence or disability of the Chairperson and shall perform such other duties as may be assigned by the Board.
- c. Secretary – Shall be responsible for the preparation of the minutes of all Board and membership meetings. Shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice to all meetings of the members or the Board of Directors. The Secretary shall also perform such other duties as may be assigned him or her by the Board of Directors.
- d. Treasurer – Shall be responsible for the safeguarding of all funds and property of the organization. Funds of the organization shall be kept deposited in financial institutions or invested in a manner approved by the Board of Directors and shall be withdrawn therefrom upon the signature of the Treasurer and the Chairperson and in the absence of either or both upon the signature of any two (2) officers. The Treasurer shall keep all financial records and shall cause a monthly financial report to be made to the membership and prepare a budget for approval at the Annual Membership Meeting.

Section 7.2:

The Board of Directors at its regular January meeting, shall reorganize for the new year. AT the meeting, the board shall elect the Chairperson, Vice Chairperson, Secretary, and the Treasurer. Officers will be elected from members of the Board in office. All officers shall take office immediately and serve for a term of one (1) year or until their successors assume the duties of office.

Section 7.3

No officer shall receive compensation for duties performed in the exercise of his or her duties or office. Mileage and other legitimate documented expenses may be paid upon approval of the Board.

Article VIII

Executive Committee

Section 8.1:

Membership Composition: The Executive Committee shall be comprised of five (5) voting members: Chair, Vice Chair, Treasurer, Secretary and one other Board member. The Board of Directors designates the Park Manager and the Park Interpretive Specialist to serve the Committee as nonvoting Consulting Advisors to provide information and advice.

8.2:

Function: The Executive committee shall have the powers of the full Board to act when the Board is not in session. Its actions, however, shall be consistent with established Board policies and major Board decisions. The Executive Committee does not establish new policy; but may recommend such policy for consideration at scheduled meetings of the full Board. The primary purpose of the Executive Committee is to allow for timely decisions, of a non-routine nature, when the full Board is not in session. It shall be the responsibility of the Chair of the Executive Committee to inform the full Board of the dates, times and places of any meetings it held, any actions taken, the reasons for such actions, the vote tally of its decisions and the results, if any, of its actions.

Section 8.3:

Appointment: The Chair, Vice Chair, Treasurer, and Secretary serve by virtue of their positions. The fifth member is appointed by the full Board on a recommendation of the Chair made in consultation with the Vice Chair, Treasurer and Secretary.

Section 8.4:

Meetings: The Executive Committee meets on an occasional basis when the need arises. The Committee may meet in person or by telephone contact. A quorum consists of three voting members. Any Committee member may petition the Chair to convene a meeting. The Chair shall determine if the matter is appropriate for consideration by the Executive Committee and is sufficiently important and urgent to require the attention of the Committee.

Article IX

Fiscal Years, Dues

Section 9.1:

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of the same year.

Section 9.2

Ballots will be used in voting on all motions at the membership meeting :: (1) elect officers; (2) remove a Board member for cause; or (3) dismiss a member for cause

Article X

Dissolution of the Corporation

Section 10.1:

Once a need of dissolution is determined, all members must be notified as to date, time, and place and the purpose of the meeting. Disposition of funds, property, contracts, and organizational material will be discussed and a vote taken. Approval of two-thirds (2/3) of the general membership of the Corporation in attendance will constitute the final act of the organization. In the event of dissolution or liquidation, all remaining assets shall be paid over to Fall Creek Falls State Park.

Article XI

Association

Section 11.1:

The Corporation shall not show favoritism to any particular political or religious organization.

Section 11.2:

State Park officials and employees may be non-voting members of this organization.

Section 11.3:

Full-time staff employed by Fall Creek Falls State Park may attend meetings to provide insight to programs and activities, current and proposed, and to provide such information to help the Corporation determine how to best fulfill its mission.

Section 11.4:

The Corporation shall work within the guidelines of Fall Creek Falls State Park; however, the organization will be independent of park and public land agency control.

Section 11.5

The Corporation's "in park or public land" activities will be coordinated with park supervisors or designated personnel.

Section 11.6:

The Corporation shall work with Fall Creek Falls State Park officials to determine each party's responsibilities at each event.

Section 11.7

Designated personnel at Fall Creek Falls State Park will be supplied with minutes of each meeting of The Corporation.

Article XII

Rules of Order

Section 12.1

Parliamentary procedure at all meetings of the members, of the Board of Directors, of any committee provided for in these Bylaws and of any other committee of the members or Board of Directors which may from time to time be duly established shall be governed by the most recent edition of Robert's Rules of order, except to the extent such procedure is otherwise determined by law or by the Corporation's Articles of Incorporation or Bylaws. This article shall be subordinate to any other provision of these Bylaws pertaining to the votes required for action by members, directors or committees.

Article XIII
By Laws Changes

Section 13.1:

The Corporation's Bylaws may be changed (adopted, amended or repealed) by the members in accordance with the following:

- a. a copy or an accurate summary explanation of the proposed change is contained in or with the notice of the membership meeting at which it is to be acted upon mailed to the membership in accordance with Article V, Section 5.6.
- b. it is sponsored by the Board of Directors or is submitted to the Corporation by petition signed by at least fifteen (15) members.
- c. The change has been reduced to writing setting forth with particularity the wording thereof.
- d. The change receives a two-third (2/3) vote of the members in attendance at the meeting at which is voting upon.
- e. A change to these Bylaws proposed in accordance with the above may not be amended from the floor at the membership meeting at which it is being considered.

Approved at Membership Meeting, December 6, 1997

Chairperson Date

Secretary Date