

## **Constitution and By-Laws**

### **Friends of Long Hunter State Park**

#### **Article I Name**

1.1 The name of this organization shall be **Friends of Long Hunter State Park**. The organization is a non-profit membership group formed to carry out the purposes and functions set forth below.

#### **Article II Address**

2.1 The address of the principal office of the organization, Friends of Long Hunter State park, shall be 2910 Hobson Pike, Hermitage, Tennessee, 37076. Telephone: (615) 885-2422.

#### **Article III Purpose**

3.1 Friends of Long Hunter State Park is organized to support, improve, protect, and preserve the character of Long Hunter State Park and to participate in activities for the betterment of said Park.

#### **Article IV Membership**

4.1 Membership shall be open to all persons interested in promoting activities of the Organization.

4.2 Individual members shall pay annual dues in the amount set per Article V, paragraph 5.3, and shall have the privilege of casting one vote on all matters put to a vote of the Members and of participating in Corporation activities.

4.3 Family memberships shall be available with annual dues in an amount set per Article V, paragraph 5.3. Two adult family members shall have the privilege of casting one vote each on all matters put to a vote of the Members. All family members shall have the privilege of participating in Organization activities.

4.4 Other membership categories may be established from time to time by designation of the Executive Committee with the approval by vote of the Members.

4.5 It is the expressed policy of The Friends of Long Hunter State Park, a chartered 501c3, that its present and future Board of Directors, officers, staff members and committee members with governing board-delegated powers shall act only in the furtherance of the mission and interests of this organization and not for their personal benefit. To assure compliance with this policy, such individuals shall be required to disclose, in writing, any known interest they or their immediate family members have in any entity that transacts business with the organization. Where an actual or potential conflict of interest exists, such individuals shall not participate in making decisions regarding transactions with the entity. The organization shall employ procedures similar to those in the sample policy (Appendix A, IRS Form 1023) for resolving actual or potential conflicts of interest. Individuals mentioned herein shall be provided with a copy of this policy statement and will be required to certify by signature and date their receipt and acceptance of it.

#### **Article V Government**

5.1 The government of this organization shall be vested in the Executive Committee consisting of the elected officers (President, Vice-President, Secretary, Treasurer, Historian). The above officers shall be nominated from the membership for two year (staggered) terms and elected by ballot, a show of hands, or by electronic means, as determined by the Executive committee, vote of the members at the June Annual membership meeting as set forth in these Constitution and By-Laws.

The Board of Directors will consist of the Executive Committee, 4-8 members at-large, and the Chairpersons of permanent committees established by the Executive Committee with the advise and consent of the Board of Directors. Board members at-large and chair of standing committees will be appointed from the membership by the Executive Committee for a 2 year staggered terms. The members of the Board of Directors will support all activities of the Organization and shall meet as requested by the Executive Committee.

5.2 No elected officers shall be eligible to serve more than two full consecutive terms in the same office. No member may hold more than one elected office at a time.

5.3 The fiscal year of the organization shall begin on July 1 and end on June 30 of the following year.

5.4 Dues, as recommended by the Executive Committee, for membership will be voted upon by the membership at the Annual Membership Meeting in June.

5.5 Qualifications: The directors of this organization are required to be resident of good standing in the community and in the organization.

5.6 Vacancy: If a director is unable to serve, the Executive Committee shall fill the vacancy for the unexpired term.

5.7 The term of office is immediately terminated for a board member if he/she fails to attend four (4) consecutive monthly meetings without prior arrangement with the Executive Committee and to provide for the proper continuance and carrying out of the board member's duties.

#### **5.8 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- A. The Executive Committee shall serve as the administrative policy-making body of the organization and shall possess such powers and duties required to maintain, promote, and administer the policies, purposes, and objectives of the organization.
- B. The Executive Committee shall be responsible for the planning, coordination, evaluation, and administration of organizational activities.
- C. The Executive Committee shall have the power to contract and to do any and all acts necessary to carry out its functions as set forth in these By-Laws.
- D. The Executive Committee will report on specific policies, purposes, objectives, and activities of the organization at the monthly meetings before implementation by the Executive Committee.

#### **Article VI Elections and Meetings**

6.1 At the May meeting of the Executive Committee, the President shall appoint a Nominating Committee of not less than three members or appoint the Executive Committee as the Nominating Committee. The Nominating Committee shall submit their nominations for the elected officers listed in Article V, Para 5.1, at the June meeting of the Executive Committee for approval and for presentation to the members at the Annual Membership Meeting.

6.2 The Annual Membership Meeting of the Friends of Long Hunter State Park shall be held in the month of June. The officers for the next fiscal year shall be elected by the members by ballot, a show of hands, or by electronic means, as determined by the Executive Committee, at the Annual Membership Meeting. In addition to the nominations presented by the Executive Committee, nominations from the floor may be made at the Annual Membership Meeting.



6.3 The newly elected officers will assume office on July 1 and will serve their terms unless removed from office for reasons set forth in these By-Laws.

6.4 Regular monthly meetings (which includes the Annual Membership Meeting) of the membership and the Executive Committee and the Board of Directors shall be held on a date set by the membership each month at a place designated by the President.

6.5 Special membership and Board meetings may be called by the President or two-thirds of the Board of Directors pursuant to the notice requirements of this article.

6.6 Written notice stating the place, date and time of each membership meeting shall be sent to each member at least five (5) days prior to such meeting.

6.7 The majority of the Executive Committee at any EX. Com. meeting at which a quorum is present is required for passage of a resolution. A quorum of the Ex. Com. shall consist of a majority of the nonvacant seats of the Board. A majority vote of the members in attendance at a membership meeting is required for passage of any resolution. A majority of the Executive Committee must be present at each membership meeting.

6.8 All regular Executive Committee, Board and membership meetings shall be open to the entire membership and invited guests. Special Executive Committee meetings concerned with removal of members for any reason may be closed.

6.9 A member of the Board may be removed from membership on the Board for misconduct. Any member may also be dismissed from membership for misconduct. Removal or dismissal for cause must be approved by two-thirds (2/3) of the Executive Committee.

6.10 Ballots, a show of hands, or electronic means as determined by the Executive Committee, will be used in voting on all motions at the membership meeting to: (1) elect officers, (2) remove a Board member for cause, or (3) dismiss a member for cause.

6.11 The proceedings of all meeting of this organization shall be conducted in accordance with Robert's Rules of Order when such rules are not in conflict with this Constitution and By-Laws.

## **Article VII Officers**

**President** – Shall be the principal representative of the organization and subject to control of the Executive Committee, Board and the members. He/she shall supervise all of the business affairs of the organization, preside at all meetings of the Executive Committee, Board and the membership, and perform all duties incident to the office of President the two year term.

**Vice President** – Shall perform all the duties of the President in the absence of that officer. He/she may perform such other duties as may be assigned by the Executive Committee.

**Secretary** – Shall be responsible for keeping a permanent record of all Executive Committee, Board and membership meetings and to report minutes of previous meeting for approval. Shall perform all duties incident to the office of Secretary.

**Treasurer** – Shall be responsible for all funds and property of the organization. Funds of the organization shall be withdrawn from the bank or banks with which they are on deposit by the signature of the Treasurer or the President in the absence/inability of the Treasurer. Shall serve as Chairperson of the Finance Committee (if such committee is appointed), keep all financial records, and perform all

duties incident to the office. He/she will also submit a financial report at each regularly scheduled monthly meeting and prepare a budget for approval at the Annual Membership Meeting.

**Historian** – Shall record all activities of the organization. Shall prepare a brief history of Long Hunter State Park.

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

#### **Article VIII Amendment of the Constitution and By-Laws**

8.1 These Constitution and By-Laws may be amended by two-thirds(2/3) vote of the members of Friends of Long Hunter State Park in attendance at any regularly scheduled June annual meeting.

8.2 All proposals for amending the By-Laws will originate in the Executive Committee.

#### **Article IX Dissolution**

9.1 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 members in attendance will constitute the final act of the organization. In the event of dissolution or liquidation, all remaining assets shall be paid to the general fund of Long Hunter State Park.

#### **Article X Association**

10.1 Friends of Long Hunter State Park shall not show favoritism to any particular political or religious organization.

10.2 Membership shall not be denied because of age, race, creed, national origin, or religion, and does not discriminate on the basis of appearance, ethnicity, immigrant status, sexual orientation or gender identity.

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

10.4 Long Hunter State Park staff or employees may attend meetings to provide insight to programs and activities, current and proposed, and to provide such information to help the Friends of Long Hunter State Park determine how to best fulfill its mission.

10.5 The Friends of Long Hunter State Park shall work within the Long Hunter State Park guidelines though the organization will be independent of park control.

10.6 Friends of Long Hunter State Park "in-park" activities will be coordinated with Park Manager or designated personnel.

10.7 Friends of Long Hunter State Park shall work through committees with Long Hunter State Park officials to determine each party's responsibilities at each event. Committees shall report these findings to the Executive Committee for approval at the next board meeting and needed approval of the membership.

10.8 Long Hunter State Park designated personnel will be supplied with minutes of each meeting.

**Article XI Parliamentary Authority**

11.1 Robert's Rules of Order, in the latest edition, shall govern the Association in all cases to which it can be applied and in which it is not inconsistent with the By-Laws.

Approved At Annual Membership Meeting June, 2010

Amended at Annual Membership Meeting June, 2015

Amended at Annual Membership Meeting September, 2020

Amended at Annual Membership Meeting June, 2021

Bonnie M. Shephard 7/23/22

President

Date

Jan Van Lee

7/23/22

Secretary

Date