



## BYLAWS OF THE FRIENDS OF NEW ECHOTA STATE HISTORIC SITE

### SECTION 1 -- NAME

- 1.1 Name. This group is organizing as a Chapter Friends Organization (CFO) of The Friends of Georgia State Parks and Historic Sites, Inc. (FGSP) and shall be known as **The Friends of New Echota State Historic Site (FONE)**.
- 1.2 Agreement to abide by rules and regulations of Friends of Georgia State Parks and Historic Sites, Inc. Nothing in these bylaws shall conflict, in any manner, with the bylaws, rules and regulations of the parent organization, FGSP.

### SECTION 2 – PURPOSE

- 2.1 Specific Objectives and Purposes. The specific objectives and purposes of this CFO shall be to promote the goals of **New Echota State Historic Site** and to support the educational and interpretive activities and facilities of the division in these sites.

### SECTION 3 – OFFICES

- 3.1 Principal office. The principal office and mailing address of the chapter shall be located at 1211 Chatsworth Hwy 225 N, Calhoun, GA 30701. The Board of Directors may change the principal office location by resolution.

### SECTION 4 – BOARD OF DIRECTORS

- 4.1 General Powers. All powers of the CFO shall be vested in a Board of Directors, which shall manage and control the affairs of the CFO.
- 4.2 Number: Terms
  - (a) The number of directors shall be fixed from time to time by resolution of the Board. In no case may the number of directors be fewer than 10 or more than 15, as provided in the articles of incorporation.
  - (b) Directors shall be elected by the CFO members at the spring meeting. Terms shall be for three years beginning July 01, with one-third of the members selected each year.
  - (c) Directors may be re-elected by a majority vote of the CFO members.

4.3 Manner of Selection

- (a) Directors shall be elected annually. The president will appoint a nominating committee at least six months prior to the spring meeting of the CFO. This committee will announce its intention to nominate and will receive nominations from the chapter membership. Nominations will be announced no later than five days prior to the spring meeting of the CFO.
- (b) Criteria for nomination. Nominations will be made without regard to race, creed, color, or national origin. Only those individuals specifically barred from participation by the “Agreement between the Friends of Georgia State Parks and Historical Sites, Inc. and the Chapter Friends Organization” may be excluded from consideration. Nominations will be based upon individual character, a willingness to abide by the CFO’s bylaws and standards of conduct, potential contribution to the mission of the CFO, and an expressed desire to support the goals of the CFO.
- (c) Vote. Each active CFO member will be entitled to one vote for each vacancy on the slate of candidates.

4.4 Vacancies. The vote of the majority of the directors will fill vacancies occurring between annual meetings. Those elected will complete the remaining term. Nominees will come from the president and will be presumed to meet the criteria as indicated in 3.3(b), Bylaws of the Friends of Georgia State Parks and Historic Sites, Inc.

4.5 Resignation. Any director may resign by tendering his or her resignation to the Board. The resigning director will immediately surrender to the Board all materials regarding projects or personnel related to their service on the Board.

4.6 Removal. A director may be removed, with or without cause, by a majority vote of the Board at any regular or called meeting of the Board. Upon written request the member may appear before the Board to appeal the removal. This notice will be served by registered mail at least seven days prior to the meeting date.

4.7 Compensation. Directors shall serve without compensation. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties as approved by the Board.

4.8 Conflict of Interest. Directors shall refrain from engaging in any business with the CFO, either directly or indirectly, which is inconsistent with the conscientious performance of their fiduciary duty as directors of a nonprofit, charitable CFO. Directors shall abstain from discussing or taking any action with regard to a matter before the Board of Directors or any committee of the corporation under circumstances in which they know or should know that they have a direct or indirect monetary interest in the matter or in the outcome of such action.

4.9 Limitation of Liability of Directors. The Board of Directors shall assume no liability, as a group or as individuals, for the actions of The Friends of Georgia State Parks and Historic Sites, Inc. (FGSP) or The Friends of New Echota State Historic Site (FONE).

## SECTION 5 – OFFICERS

5.1 Titles. The officers of the corporation shall consist of a president, vice-president, secretary and treasurer and any other officers as may from time to time be prescribed by the Board.

- 5.2 Manner of Selection and Term.
- (a) Officers shall be elected annually by the CFO members. The president will appoint a nominating committee at least six months prior to the spring meeting of the CFO. This committee will announce its intention to nominate and will receive nominations from the chapter membership. Nominations will be announced no later than five days prior to the spring meeting of the CFO.
  - (b) All officers shall be elected by a majority vote of the CFO members at its spring meeting. The officers shall be elected from among the CFO members. Officers shall serve for one year beginning July 01, subject to removal or resignation prior thereto.
  - (c) Officers may be re-elected by a majority vote of the CFO membership.
- 5.3 President. The president shall preside at all meetings of the Board of Directors and Executive Committee, and CFO, preserve order, regulate debate according to parliamentary rules, and appoint all committees. The president shall have general supervision of the affairs of the CFO, attend generally to its executive matters, and prescribe the duties of officers and employees when not otherwise provided.
- 5.4 Vice-President. The vice-president shall exercise the powers of the president in the event of the president's absence or inability to perform. The vice-president shall be responsible for arranging programs for CFO meetings. The vice-president shall also have such other powers and duties as may be prescribed by the Board.
- 5.5 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 supervision of the president. The treasurer shall keep the accounts of the corporation and make such reports of the receipts and disbursements in such form and manner as the Board may direct. In the event of temporary absence or disability of the treasurer, his/her duties may be performed by the vice-president or the secretary.
- 5.6 Secretary. The secretary shall keep accurate records of all meetings of the Board of Directors, Executive Committee, and CFO. The secretary shall keep a record of the names and addresses of directors, Executive Committee, and CFO members. The secretary shall notify Board members and officers of their election. The secretary shall act as a liaison between the Board of Directors and the communications committee.
- 5.7 Removal and Vacancies. The Board may remove any officer elected by the CFO members whenever, in its judgment, the best interest of the CFO will be served thereby. The Board or Executive Committee may appoint any CFO member to fill a vacancy occurring in any office for the remainder of the unexpired term.
- 5.8 Appointive Officers and Agents. The Board of Directors may appoint such other officers and agents of the corporation as the Board may see fit. Such officers and agents shall perform such functions and duties as shall from time to time be prescribed by the Board and shall hold their offices subject to the pleasure of the Board.

## SECTION 6 – EXECUTIVE COMMITTEE

- 6.1 Composition. There shall be an Executive Committee that shall consist of the president, vice-president, treasurer, secretary, and the park/site manager or at least one Georgia Department of Natural Resources employee as designated by the site manager.

- 6.2 Vacancies. In the event of the resignation or incapacitation of an Executive Committee member or members or an inability to serve for whatever reason, the president may appoint a temporary Executive Committee member or members from among the CFO members. The temporary member or members will serve until the beginning of the next fiscal year (July 01).

## SECTION 7 – COMMITTEES

- 7.1 Committees. The Board of Directors may establish by resolution such committees, for such purposes, and with such responsibilities, as it may from time to time determine. Each committee shall keep minutes of the proceedings of its meetings and provide a copy to the secretary for inclusion in the minute book of the CFO.
- 7.2 Appointment. The president shall, by and with the advice and consent of the Board of Directors, appoint such committees as may be approved by the Board.

## SECTION 8 – MEETINGS

- 8.1 Quarterly Meeting of the Board. The Board of Directors shall meet quarterly – in January, April, July, and October. Such meetings shall take place at least two weeks prior to the quarterly meetings of the CFO members.
- 8.2 Quarterly Meeting of the CFO. A meeting of the membership of the CFO shall be held at such time and place as the Officers and Executive Committee may from time to time determine. Meetings shall take place on a quarterly basis. The primary purpose of the spring meeting shall be the election of Board members and officers.
- 8.3 Special Meetings. The president, or any five directors, may call special meeting of the Board of Directors at any time.
- 8.4 Notices. At least five days notice in writing shall be given of the time and place of all meetings of the Board of Directors and Executive Committee. All such notices shall be mailed (by USPS or email) to each director, at the address shown on the books of the corporation. It shall be the duty of each director to inform the secretary of any change in address for notification purposes. All notices shall also be mailed (USPS or email) to the Headquarters Office of the FGSP.
- 8.5 Quorum. A majority of the members of the Board of Directors shall constitute a quorum at any quarterly or special meeting. The directors present at any meeting may adjourn from time to time until a quorum is present. A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. If a quorum is present, and except as otherwise specifically provided by these bylaws, the Board of Directors and Executive Committee may act upon a majority vote of those present at the meeting. Those present and voting at a quarterly meeting of the CFO shall constitute a quorum.
- 8.5 Minutes. Minutes of all meetings must be submitted to the headquarters office of the FGSP by mail no later than two weeks, fourteen days, after the meeting adjourns.

## SECTION 9 – ADVOCACY

- 9.1 Advocacy. The chapter agrees to refrain from pursuing advocacy issues without expressed written approval from the FGSP. The chapter is not authorized to pursue advocacy issues without such approval from the FGSP. All advocacy issues will be conducted by the FGSP which have been authorized by the Georgia Department of Natural Resources for this purpose.

- 9.2 Advocacy is defined as any chapter communication with the DNR Board, Georgia state government officials, the state legislature (or members thereof), and other state agencies to petition for specific improvements, policy, funding or position.
- 9.3 The chapter organization may petition a written request to the FGSP at anytime. Requests from the chapter may request assistance with advocacy issues, funding or project requests. The FGSP will call a meeting of their Executive Committee to review and act on each request with a written response sent to the chapter within 30 days of receiving the initial request.

## SECTION 10-MISCELLANEOUS PROVISIONS

- 10.1 Fiscal Year. The fiscal year for all business transactions shall be from July 1 to June 30.
- 10.2 Records. The CFO shall keep accurate and complete books and records of its activities and minutes of proceedings of the Board and Executive Committee.
- Financial Statement. The CFO agrees to provide an annual financial report to the FGSP.
- 10.3 Amendments to the bylaws. These bylaws may be amended at any time by a 2/3 majority vote of the Board of Directors and approval of the park or site manager. Should an amendment be made, the new bylaws containing any changes must be re-certified and approved by FGSP.
- 10.4 Dissolution.
- (a) Upon the dissolution of the chapter, assets shall be distributed to the Department of Natural Resources, Division of Parks Recreation and Historic Sites or its successor, to be used exclusively for the purposes herein above set forth, provided that such does not impair or destroy the tax exempt status to donations, contributions, legacies or dues received by the FGSP to the extent that such tax exempt status shall be allowed under any applicable law or regulation.
  - (b) Notwithstanding anything herein to the contrary, the assets of the chapter are hereby irrevocably dedicated to charitable use; accordingly, in the event the Department of Natural Resources, Division of Parks Recreation and Historic Sites, or its successors, fails to qualify to receive or otherwise fails to accept the chapters assets upon dissolution, the residual assets of the chapter shall be turned over to the FGSP or its successor which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to a federal, state or local government for exclusive public purposes(s).
- 10.5 Financial Audit. The Department of Natural Resources, Division of Parks Recreation and Historic Sites or the FGSP may require the chapter to provide a copy of a certified financial audit if more than \$100,000 in funds is spent by the chapter during any fiscal year. Individual copies of the certified audit would be sent to the Director of Georgia State Parks, 205 Butler St. Suite 1352, Atlanta, Georgia 30334 and the Executive Director of the FGSP, 311 Green Street, N.E., Suite 405, Gainesville, Georgia 30501. If less than \$50,000 in funds is spent, the chapter will submit the CFO FINANCIAL FORM to the Executive Director of the FGSP by July 31.
- 10.6 Volunteer Hours Reporting. The CFO Agrees to submit a list of accumulated volunteer hours each quarter to FGSP. The list will include volunteer name and phone number, date of activity, number of hours and type of work performed. Hours shall be submitted to FGSP at the address noted above or submitted electronically as directed by FGSP.