

Friends of Georgia State Parks & Historic Sites

Chapter Bylaws

SECTION 1 – NAME

- 1.1 Name. This group is organizing as a Friends Chapter (hereinafter, Chapter) of The Friends of Georgia State Parks and Historic Sites, Inc. (hereinafter, Friends) and shall be known as The Friends of _____.
- 1.2 Agreement to Abide by Rules and Regulations of Friends of Georgia State Parks and Historic Sites, Inc. The Chapter agrees to abide by the bylaws, rules and regulations of Friends as may be amended by Friends at its sole discretion. The Chapter leadership must be familiar with and adhere to the Friends bylaws, the Cooperative Agreement between Friends and the Georgia Department of Natural Resources (hereinafter, Department) and the Friends Chapter Agreement. Nothing in these bylaws shall conflict, in any manner, with the bylaws or rules and regulations of Friends as the parent organization.

SECTION 2 – PURPOSE

- 2.1 Specific Objectives and Purposes. The specific objectives and purposes of this Chapter shall be to promote the goals of _____ and to support the educational and interpretive activities and facilities of the Department at the site.

SECTION 3 – OFFICES

- 3.1 Principal Office. The principal office of the Chapter shall be located at _____.
- The board of directors may change the principal office location by resolution, subject to approval by Friends.

SECTION 4 – DIRECTORS

- 4.1 General Powers. All powers of the Chapter shall be vested in a board of directors. The board shall manage and control the affairs of the Chapter.
- 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 less than three (3) or more than fifteen (15), as provided in these Bylaws.
 - (b) The board shall be elected at the annual meeting of the board of directors and shall hold office for one year.

- (c) Board members may be re-elected by a majority vote of the board.

4.3 Manner of Selection

- (a) The chairman of the board will appoint a nominating committee at least six months prior to the annual meeting. This committee will announce its intention to nominate and will receive nominations from among current Chapter members in good standing. Nominations will be announced no later than five days prior to the annual board meeting.
- (b) Criteria for nomination. Nominations will be made without regard to race, creed, color, gender, physical disability or national origin. Nominations will be based upon individual character, a willingness to abide by the Chapter's bylaws and standards of conduct, potential contribution to the mission of the Chapter, and an expressed desire to support the goals of the Chapter and the supported site or program. Employees of the Department and their spouses and immediate family members are not eligible for election to the Chapter board of directors or officer positions.
- (c) Vote. Each active director will be entitled to one vote for each vacancy. Elected directors will take office immediately following the annual meeting in which they are elected.

- 4.4 Vacancies. The vote of the majority of the board will fill vacancies occurring between annual meetings. Those elected will complete the remaining term. Nominations will be made by the chairman and will be presumed to meet the criteria as indicated in the Bylaws of Friends.

- 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 for Directors. 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 Chapter, either directly or indirectly, which is inconsistent with the conscientious performance of their fiduciary duty as directors of a nonprofit organization. Directors shall abstain from discussing or taking any action regarding a matter before the board of directors or any committee of the corporation when they

know, or should know, that they have a direct or indirect monetary interest in the matter or in the outcome of such action.

SECTION 5 – OFFICERS

- 5.1 **Titles.** The officers of the Chapter shall consist of a Chairman, Vice Chairman, Secretary and Treasurer and any other officers as may from time to time be prescribed by the board. The Chairman and Vice Chairman may be referred as the Chair and Vice Chair, or as Co-Chairmen or Co-Chairs, when so designated by majority vote of the board.
- 5.2 **Election and Term.** All officers shall be elected by a majority vote of the members of the board at its annual meeting. The officers shall be elected from among the members of the board and shall hold office until the next annual meeting, subject to removal or resignation prior thereto. Officers may succeed themselves.
- 5.3 **Chairman.** The chairman shall preside at all meetings of the board of directors and executive committee, preserve order, regulate debate according to parliamentary rules, and appoint all committees. The chairman shall have general supervision of the affairs of the Chapter, attend generally to its executive matters, and prescribe the duties of officers and employees when not otherwise provided.
- 5.4 **Vice Chairman.** The vice chairman shall exercise the powers of the chairman in the event of the chairman's absence or inability to perform. The vice chairman shall also have such other powers and duties as may be prescribed by the board.
- 5.5 **Treasurer.** The treasurer shall have control of all funds and securities belonging to the Chapter and shall receive, deposit, or disburse the same under the supervision of the chairman. The treasurer shall keep the accounts of the Chapter 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 chairman or the secretary.
- 5.6 **Secretary.** The secretary shall keep accurate records of all meetings of the board of directors and executive committee. The secretary shall keep a record of the names and addresses of all directors and notify them of their election and all regular and special meetings of the board of directors or executive committee.
- 5.7 **Removal and Vacancies.** The board may, by majority vote, remove any officer elected by the board of directors whenever, in its judgment, the best interest of the Chapter will be served thereby. The board or executive committee may, by majority vote, appoint any director 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 Chapter 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 chairman, vice or co-chairman, treasurer, and secretary plus other members as may be determined by the board.
- 6.2 Elections. Other members of the executive committee shall be elected by the board of directors at its annual meeting for one-year terms.
- 6.3 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 directors of the Chapter. The temporary member or members will serve until the next annual meeting.

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 consist of two or more directors. Each committee shall keep minutes of the proceedings of its meetings and provide a copy to the secretary for inclusion in the minutes book of the Chapter.
- 7.2 Appointment. The chairman 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 Annual Meeting of the Board. The annual meeting of the board of directors shall take place in the spring of each year, and in no event later than the second Sunday in June. The board shall designate a time and place for the annual meeting. The board, as then constituted, shall meet and elect directors, organize the board and elect new officers.
- 8.2 Special Meetings. The chairman, or any five directors, may call special meetings of the board of directors at any time.
- 8.3 Notices. At least five days' notice electronically or 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 to each director, at the address shown on the books of the Chapter. 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 copied to Friends.

- 8.4 Quorum. One third of the members of the board of directors shall constitute a quorum at any annual or special meeting. One half of the members of the executive committee shall constitute a quorum at any meeting of the executive committee. The directors present at any meeting may adjourn from time to time until a quorum is present. 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 the directors present at the meeting.
- 8.5 Minutes. Minutes of all meetings must be submitted to Friends by mail or electronically as required or requested by Friends.

SECTION 9-MISCELLANESOUS PROVISIONS

- 9.1 Fiscal Year. The fiscal year for all Chapter business transactions shall be from July 1 to June 30.
- 9.2 Records. The Chapter shall keep accurate and complete books and records of its activities and minutes of proceedings of the board and executive committee.
- 9.3 Amendments to the Bylaws. These bylaws may be amended at any time by a two-thirds majority vote of the Chapter board of directors. All amendments must be approved by Friends to become final.
- 9.4 Dissolution.

1. Upon the dissolution of the chapter, assets shall be distributed to Friends, to be used exclusively for the purposes herein above set forth.

IN WITNESS WHEREOF, the undersigned has executed these bylaws as of _____:

Chapter Chair

Date

Chapter Secretary

Date

Friends President

Date

Friends Secretary or Executive Director

Date