

# **BYLAWS OF FRIENDS OF DUPONT FOREST INC**

## **ARTICLE I**

### **Name**

The name of this corporation shall be FRIENDS OF DUPONT FOREST INC.

## **ARTICLE II**

### **Mission Statement**

Friends of DuPont Forest's (FODF) mission is to care for the trails, protect the natural resources and inspire love for DuPont State Recreational Forest.

## **ARTICLE III**

### **Membership**

**SECTION 1. Eligibility:** Any person or organization which subscribes to the purposes and objectives of the Corporation shall be eligible for membership. Friends of DuPont Forest will not discriminate on the basis of race, color, religion, sexual orientation, creed, gender or ethnicity.

**SECTION 2. Members:** All interested parties or organizations may become members by the payment of dues.

### **SECTION 3. Types of Membership:**

- a.) Standard: Individuals or organizations contributing to the Corporation in such categories as the Board of Directors may establish.
- b.) Honorary: Individuals or organizations elected by the Board of Directors.

**SECTION 4. Membership Year:** Membership shall last for one year from last membership donation.

**SECTION 5. Dues:** The Board of Directors may by resolution establish the rates of dues.

**SECTION 6. Suspension:** A member whose dues are overdue shall be automatically suspended. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend a member for cause.

**SECTION 7. Voting:** Members shall confirm the Board of Directors at the Annual Meeting from a slate of nominees prepared by the Board using the recommendations of the Nominating Committee. There will be no nominations from the floor for new Board

members at the Annual Meeting. Nominees should be active members in good standing in the Friends of DuPont Forest. Other than the confirmation of Board nominees, members shall have no voting privileges and the Board of Directors, or such individuals to whom its authority is duly delegated by the Board of Directors, shall conduct the business of the Corporation including amendment of the Articles of Incorporation and bylaws, mergers, consolidation and dissolution.

**SECTION 8. Member Organization:** Each member organization shall be represented in matters affecting the Corporation by a single representative. Member organizations are entitled to vote and each organization shall have only one vote.

## **ARTICLE IV**

### **Officers**

**SECTION 1. Titles and Duties:** The Officers of this Corporation shall be President, Vice President, Secretary, and Treasurer.

a.) **President:** The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer or agent of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed; and in general he or she shall perform all duties as may be prescribed by the Board of Directors.

b.) **Vice President:** In the absence of the President or if in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

c.) **Secretary:** The secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; shall serve as Clerk of the Corporation; and, in general, perform all duties as from time to time may be assigned by the President of the Board of Directors.

d.) **Treasurer:** The Treasurer shall have oversight of and be responsible for all funds and securities of the Corporation governed by the organizational Finance Policy and Procedures. They shall perform all the duties incident to the office of Treasurer and such others as from time to time as assigned by the President or Board of Directors. The Treasurer shall present finances at every board meeting and annually submit the records of the Corporation for review by the Finance Committee. The Treasurer shall act as Chair of the Finance Committee.

**SECTION 2. Election:** The Board of Directors shall elect the officers to one-year terms. They shall be members of the Board of Directors. Officer elections will be held prior to the Annual Meeting. Each officer so elected shall hold office until a successor has been elected. Board members not physically present may vote for officers by written or email absentee ballot delivered to the President prior to the election.

**SECTION 3. Consecutive Terms:** No officer shall be eligible for more than four consecutive years in the same office.

## **ARTICLE V**

### **Membership Meetings**

**SECTION 1. Frequency:** There shall be an annual meeting of the Corporation membership in April unless the Board of Directors establishes another date. Other meetings of the membership may be held at the call of the President. The President shall call a meeting of the members when requested in writing by any three directors.

**SECTION 2. Notice:** Written or electronic notice stating the time and place of the annual or any special meeting of the membership shall be sent to all current members at least ten days prior to such meeting.

**SECTION 3. Quorum:** Any fifteen members of the Corporation shall constitute a quorum at the annual meeting.

## **ARTICLE VI**

### **Board of Directors**

**SECTION 1. Composition:** The number of directors shall be not more than twenty and not less than four. The Nominating Committee shall recommend the number of directors to be elected or appointed and shall stagger the terms of the Board. The Board of Directors may appoint an Executive Director, who shall be an ex-officio member of the Board without power to vote.

**SECTION 2. Term of Office:** Terms of office for Directors are as follows: One term on the Board is defined as 3 years (36 months) for any person elected to fill an open or expired position on the Board. Directors elected to serve an initial three-year (36 months) shall be eligible for re-election for one additional term. No Director shall serve for a period in excess of two consecutive terms. A Director shall be eligible to serve an additional term or terms after a period of vacancy from the office of Director of at least two years.

**SECTION 3. Functions and Authority:** The authority of the Corporation shall vest in and be exercised by the Board of Directors, which shall be responsible, for all business of the Corporation. The Board of Directors shall have charge of all finances and

publication of the Corporation. It shall have general charge of all meetings and elections. It may fill any vacancy on the Board of Directors or its officers until the meeting of the next regular election.

**SECTION 4. Delegation of Authority:** The Board of Directors may, at its discretion, establish committees or advisory boards, employ and contract personnel, and authorize any officer, employee or agent to enter into contracts on behalf of the Corporation. The Board may also make rules and regulations governing the establishment and operation of affiliated units, committees, or advisory boards of the Corporation.

**SECTION 5. Meetings:** Meetings of the Board of Directors shall be held not less often than five times per year. The Board of Directors may select the time and place for the holding of regular meetings of the Board. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors by giving notice of the date, time, place, and purpose of the meeting to all directors at least ten days in advance of such a meeting. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided herein. The Board of Directors may transact business at a meeting, by telephone or conference call, or electronic mail. Minutes of meetings conducted by electronic mail shall be documented and presented and approved at the next regularly scheduled meeting of the Board.

**SECTION 6. Qualifications of Directors:** All persons chosen as Directors shall be individuals generally representative of the communities primarily served by the Corporation, who by virtue of their residence in the area, or other interest in the welfare of such communities, have knowledge of and concern for the objectives of the Corporation.

**SECTION 7. Resignation and Removal:** Any Director may resign from the Board of Directors at any time. Notice of such resignation shall be in writing and may be delivered personally or by electronic means to the Board or the President of the Board. Such resignation shall be effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective. A Director may be removed from office and as a member of the Board only upon the recommendation of the Executive Committee and when such removal is determined in the judgment of at least a two-thirds majority of all Directors then in office to be in the best interest of the Corporation due to such Director's failure to attend two meetings in one year without prior notification, for failure to maintain membership in the Corporation, criminal conduct, or other actions harmful to the Corporation.

## **ARTICLE VII**

### **Committees**

**SECTION 1. Standing and Special Committees:** The Standing Committees of the Board of Directors shall be: (a.) Executive Committee; (b.) Finance Committee; (c.) Nominating Committee; (d.) Trails Committee; (e.) Development Committee. In addition to standing committees, special committees may be established by the President, with the concurrence of the Board of Directors, for special tasks as circumstances warrant. A simple majority of the members of any of the committees (Standing, Ad Hoc) shall constitute a quorum.

**SECTION 2. The Executive Committee:** The role of the Executive Committee is to help the Board accomplish its work in the most efficient manner. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Corporation. The Past President may serve as a voting Ex-Officio member of the Executive Committee. The President shall serve as Chairperson of the Executive Committee. They shall report to the Board at the next scheduled meeting of the full Board. The Committee facilitates decision-making in between Board meetings if necessary or in the case of a crisis or urgent circumstance. The Executive Committee shall have the discretionary authority of the Corporation to transact the regular business of the Corporation during the interim between meetings of the Board of Directors, but shall not have such authority as is prohibited by the Articles of Incorporation of the Corporation or these bylaws, or by resolution of the Board of Directors. The Executive Committee is **not authorized** to make decisions or to take action without board approval with respect to: (a.) entering into contracts; (b.) changing a Board approved budget; (c.) adopting or eliminating major programs; (d.) changing any bylaws; (e.) changing the membership of or filling vacancies in the Executive Committee; (f.) removing a Board member from office or creating or filling Board vacancies; (g.) obligating the organization to **new** debt; (h.) changing any policy that has been designated as requiring the full Board to change. The Board may authorize the Executive Committee to spend up to a total of \$1500 for purposes compatible with our mission, providing that funds are available in the general fund.

**SECTION 3. Finance Committee:** The Finance Committee shall monitor the financial health of the Corporation and fulfill duties assigned to it by the President and/or Board of Directors. The Committee shall not have the authority to independently approve expenditures of any corporate funds. The Committee will assist the Executive Director in the preparation of the annual budget. The committee will consist of a minimum of three members, including the Treasurer.

**SECTION 4. Nominating Committee:** The Nominating Committee shall: identify and consider from time to time, the names of candidates for election as Directors and officers of the Corporation; strive to maintain a board with diverse skills and interests; recommend to the Board, as vacancies occur, the names of suitable and qualified candidates for election as Directors and officers; inform and acquaint potential Board members with the Corporation's programs and goals; review past performance and future possibilities for Board service; review and recommend policies and procedures of Board Development to the Board; and provide orientation for new Board members

consistent with the Corporation's bylaws, policies and procedures. In carrying out these functions, it shall be the duty of the Committee to send notice soliciting candidates for the Board of Directors well in advance of the annual meeting. The committee will identify and vet potential candidates for officers and directors of the corporation and present potential candidates and committee recommendations to the Board of Directors prior to the Annual Meeting. The Nominating Committee shall have no less than 3 members.

**SECTION 5. Trails Committee and Trail Crew:** The Trails Committee shall identify, prioritize, and advise DuPont State Recreational Forest staff on on-going trail issues and future trail projects. The committee will identify ways to assist DuPont State Recreational Forest through organized trail work days, purchasing equipment, or funding professional trails services. The Trail Crew will be managed by an appointed Trail Boss. The Trail Boss will organize the Friends of DuPont Forest Trail Work Days and provide recommendations for consideration to the Board of Directors regarding needed trail improvements and sustainable trail maintenance projects.

**SECTION 6. Development Committee:** The Development Committee shall create, oversee, and help execute the fundraising, membership, and marketing plans of the Organization. In addition, the Development Committee shall build relationships and foster a positive image of the Organization within the community.

**SECTION 7. Ex-officio Member of Committees:** The President and the Executive Director shall be ex-officio members of all committees, except for the nominating Committee, which will exclude the Executive Director.

**SECTION 8. Committee Chairs:** All Committee Chair assignments shall be subject to confirmation by the Board of Directors. Committee Chairs shall be active Directors of the Organization and will serve annual, renewable terms with start and end dates determined by members within each committee. Committee Chairs will be responsible for managing the duties and assignments of the Committee, aid in the recruitment of new Committee members and identification of new Committee Chairs, and present the Committee's activities at Board meetings. These duties should be outlined by each committee in their committee description.

## **ARTICLE VIII**

### **Parliamentary Authority**

The rules contained in Robert's Rules of Order, Revised Edition, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year for all business transactions of the Corporation shall be from January 1 of one year through December 31 of the same year.

## **ARTICLE X**

### **Acceptance and Disposition of Property**

**SECTION 1. Acceptance of the Bequest, Devises and Donations:** The Board of Directors and Executive Director may accept any and all unconditional and unrestricted bequests, devises and donations of money made to the Corporation. Any restricted bequests, devises or donations of money or property may be accepted following approval of the Board of Directors.

**SECTION 2. Dissolution of Corporation:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 organizations organized exclusively for charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

**SECTION 3. Execution of Instruments:** All instruments of assignment, transfer, conveyance, release and contract requiring execution by the Corporation shall be signed by the Executive Director or the President, if approved in advance by vote of the Board of Directors.

**SECTION 4. Indemnifications:** The directors, officers and members of this Corporation and their private property shall not be liable in any matter of corporate debt, obligations, undertakings or liabilities and, to the extent permitted by N.C.G.S. 55A-17.1 and 17.3, shall be exempted and indemnified against any personal expense, losses or liability which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the corporate property or affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, not for errors or wrongdoings of agent, broker, attorneys or servants, not for interest on funds temporarily idle. They shall have the right, at all times and in all matters to act upon any information or evidence deemed by them reliable, without incurring a personal liability or responsibility of any kind or in any manner. No person dealing with the officers, directors and members of the corporation shall be under any obligation to inquire into their power or authority or into the validity, expediency or propriety of their actions, decisions or transactions or to see to the proper

application of money or property paid over or transferred to the Corporation. The Board of Directors through the Executive Director will secure insurance to protect the Corporation, the Board of Directors, and the officers from liability.

## **ARTICLE XI**

### **Amendment**

The dissolution, merger or consolidation of the Corporation or the amendment of the bylaws or the Articles of Incorporation may be approved by a vote of two-thirds of all members of the Board of Directors. To amend or revise the bylaws, the president shall appoint a subcommittee of no less than three members. The President shall serve as the Chair and the Board of Directors approves the appointments. Directors shall be given ample notice of the proposed bylaw changes.

## **ARTICLE XII**

### **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 Article of Incorporation 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 herein, shall be equivalent to the giving of such notice.

## **ARTICLE XIII**

### **Conflict of Interest**

Any director with a conflict of interest or a conflict of responsibility on any matter shall refrain from voting on such matters. Conflict of Interest, for purposes of these bylaws, shall be defined as "A Question of direct personal or monetary interest that is not common to other members of the organization." (Robert's Rules of Order, Revised Edition, 2<sup>nd</sup> Edition) or "A Conflict of Interest is the circumstance of an office holder whose personal interest might benefit from their official action or influence." Directors shall serve without compensation for their services. This does not preclude any director from serving this Corporation in any other capacity and receiving reasonable compensation for such services.

## **ARTICLE XIV**

### **Insurance**

The Corporation shall purchase and maintain three levels of insurance.

1.) **Liability insurance** on behalf of those individuals who are or were directors and officers of the Corporation, or who, while director or officers of the Corporation, are or were serving at the request of the Corporation as director, officer or member, against



liability asserted against or incurred by such individuals in that capacity or arising from their status as director or officer.

2.) **Events Insurance** covering general liability and personal injury on persons attending activities sponsored by FRIENDS OF DUPONT FOREST INC.

3.) **Crime Insurance Policy** is maintained to prevent against employee theft. The insurance company will pay the insured (FRIENDS OF DUPONT FOREST INC) for the insured's direct loss of, or direct loss from damage to, money, securities and other property directly caused by theft, dishonesty or forgery committed by an employee or volunteer, whether identified or not, acting alone, or in collusion with other persons.

REVISION DATE: June 20, 2023