

Bylaws of the Friends of Steele Creek Nature Center and Park

Article I

Name

The name of the Corporation shall be “Friends of Stacy Grayson Memorial Park at Steele Creek, Inc.” henceforth known as “Friends of Steele Creek Nature Center and Park, Inc.”

Article II

Place of Business

The principal place of business and the registered office of the Corporation shall be in the city of Bristol, State of Tennessee.

Article III

Purpose

The purpose of the Corporation is to aid the Steele Creek Nature Center and Park in reaching its defined mission of being a conservation center within the community of Bristol where land and people can be united for scientific, cultural, recreational and educational pursuits.

Article IV

Objectives

The objectives of the corporation shall be as follows:

- a. To help protect, preserve, catalog, inventory, and manage the Park’s natural resources.
- b. To develop natural history and conservation education programs in cooperation with schools, colleges, hospitals, youth groups, and adult organizations, which will develop an understanding and appreciation of natural resources.
- c. To cooperate with national, state, county, municipal and private natural resource agencies in providing an outdoor laboratory in which to demonstrate natural resources problems and management techniques.
- d. To provide opportunities for individual and family pursuit of hobbies or more serious interest in natural resources.
- e. To provide trails and facilities so that individuals and family groups may visit the center for the recreation and enjoyment of being in the outdoors.
- f. To develop a volunteer program and coordinate fund raising programs for the perpetuation and expansion of the Nature Center and Park.

Article V

Membership

Section 1. Membership:

The membership of this organization shall be composed of individuals, groups of individuals, business firms and clubs or other organizations interested in promoting the purpose of the organization, who shall comply with the terms of membership established by the Board of Directors.

Section 2. Classes of membership and dues:

The Board of Directors shall be responsible for reviewing the classes of membership and establishing dues and payment schedules for each classification of membership. No additional assessment other than membership dues shall be levied upon any member of this corporation.

Section 3. Termination of Membership:

Members will be dropped from the membership roles for non-payment of dues within sixty (60) days after the date the same shall have become payable. No member who resigns shall be entitled to return of any sums paid or contributed by him to the Corporation.

Section 4. Transfer of membership or rights:

No member of this Corporation may transfer his membership or any right thereto.

Article VI

Meeting of Members

Section 1. The annual meeting of the members of the Corporation shall be held in the month of May.

Section 2. Special meetings of the members of the Corporation may be called by the President, at least one-third (1/3) of the Board of Directors members, or by a written petition signed by at least ten (10) percent of the paid voting memberships.

Section 3. Ten (10) members shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

Section 4. At least ten (10) days prior to the annual meeting and at least five (5) days prior to any other meeting of the members, notice of the time, place and purpose of the meeting will be given to the members in a manner determined by the Board.

Section 5. The President, or Vice-president, or their designee will preside at all meetings of the members. The Secretary or his/her designated member will act as secretary at all meetings.

Section 6. Each paid member is entitled to one (1) vote and shall vote in person, and not by proxy.

Article VII

Board of Directors

Section 1. The management of the affairs of the Corporation, the determination of its policies and activities, the control and disposition of its properties subject to the provisions of law, the certificate or incorporation, and the bylaws of the Corporation, shall be vested in a board of directors consisting of not less than nine (9) members and not more than twenty-one (21). The number of directors to be elected at each annual meeting shall be fixed and determined by the members at the annual meeting in advance of the election of directors.

Section 2. The directors shall be selected from the members of the corporation, and shall be elected by the members of the corporation at the annual meeting. Terms of directors elected at the annual meeting will begin July 1.

Section 3. At each annual meeting of the members of the Corporation the members shall elect such number as may be necessary to comprise a Board of Directors of the number fixed and determined by the members. Directors will serve three (3) year terms staggered such that approximately equal numbers of directors are elected each year. At the first organizational meeting of the Directors, the Directors shall choose by lot, terms of one (1), two (2), and three (3) years, respectively, so one-third (1/3) of directors will serve an original term of one year, a second one-third (1/3) will serve an original term of two years, and the remaining one-third (1/3) will serve a term of three years. If the number of board members is increased the terms should maintain the one-third (1/3) rotation of the Board.

Section 4. The Board of Directors shall have the power to elect the officers of the Corporation, to appoint committees and prescribe their powers and duties, and to make rules and regulations consistent with the management of the affairs of the Corporation.

Section 5. The Board of Directors shall meet at least quarterly. The Board shall meet upon the request of at least one-third (1/3) of the Board members. Notice of all meetings of the Board of Directors shall be given to the Board members thereof at least three (3) days prior to the meeting.

Section 6. The President, Vice-president, or their designee shall preside at all meetings of the Board of Directors.

Section 7. At all meetings of the Board of Directors, a majority of the whole Board of Directors shall constitute a quorum for the transaction of business.

Section 8. Agenda items for consideration at Board meetings may be recommended to the President by any Board member, committee chair, or a member's written request.

Section 9. Any Board member who misses three or more consecutive Board meetings may be removed from the Board of Directors by a majority vote of those Directors attending any Board meeting.

Section 10. Any vacancy on the Board of Directors caused by death, termination, or resignation of any Director may be filled by a majority vote of the entire remaining Directors at any meeting of the Board, provided that notice of the election to fill such vacancy shall be given to all remaining members of the Board of Directors at least three (3) days prior to the meeting at which such vacancy is to be filled.

Section 11. Members of the Board and/or Executive Committee may participate in Board and/or Executive Committee meetings through use of conference telephone, electronic video communication, or other synchronous electronic transmission. Participation in a meeting through use of such electronic transmission constitutes presence in person at that meeting if both of the following apply:

- (1) each member participating in the meeting can communicate with all of the other members concurrently, and
- (2) each member is provided the means of participating in all matters before the Board and/or Executive Committee including, without limitation, the capacity to discuss all matters on the agenda and to propose, second, and vote on any motion before the Board and/or Executive Committee.

Section 12. Board and/or Executive Committee action may be taken by electronic means (e.g. e-mail or other online voting mechanism) only if all of the following apply:

- (1) the matter to be voted on is time sensitive;
- (2) scheduling difficulties preclude the Board and/or Executive Committee from meeting in person to deliberate the matter in a timely manner;
- (3) all Board and/or Executive Committee members are notified in writing (electronically or otherwise, from the President or their designee) of the specific motion to be acted on, and asked to respond to the motion with a “Yes”, “No” or “Abstain” response within 48 hours.

At the end of these 48 hours the motion will be passed if a simple majority of the full Board and/or Executive Committee votes “Yes” on the motion, provided no Board and/or Executive Committee member has indicated objection to the vote being conducted electronically. Printed documentation of all related electronic communication will be maintained as formal minutes, duly reviewed and approved at the next regularly scheduled Board meeting.

Article VIII

Officers

Section 1. The officers of this Corporation shall consist of a president, a vice-president, a secretary, and a treasurer to be elected from existing Board of Directors.

Section 2. Upon the organization of this Corporation, and annually thereafter following the annual meeting of the members and prior to July 1, the newly elected Directors shall hold an organizational meeting to elect from their members a president, a vice-president, a secretary and treasurer.

Section 3. The President, or their designee, shall be the chief executive officer of the Corporation and perform all acts and duties of said office.

Section 4. The Secretary shall keep full and complete records of the minutes and proceedings in the minute book of the Corporation.

Section 5. A record of members of the Corporation in good standing shall be compiled and kept by one of the officers of the Corporation.

Section 6. The Treasurer shall have the custody of the Corporation's funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall deposit all funds of the Corporation in such bank or banks as designated by the Board. If required by the Board, he shall be bonded as security for the faithful performance of the duties of his office.

Section 7. Any vacancy in any office of the Corporation, caused by the death or resignation of any officer, may be filled for the unexpired term of such officer by a majority vote of the Board at any meeting of the Board, provided notice of the election is given to all members of the Board at least three (3) days prior to the meeting.

Section 8. The officers of the Corporation shall serve as such without compensation.

Article IX

Committees

Section 1. At each organizational meeting of the Board, the Board shall appoint an executive committee consisting of the President and at least four (4) additional Board members. The President shall act as chair of the committee. The members of the Executive Committee shall have such powers and perform such duties as may be delegated to it by the Board. Parks and Recreation Department staff shall serve as ex-officio members of the Executive Committee.

Section 2. The Board shall have the power to create such committees, either special or standing, as deemed necessary, and to delegate to such committees such powers and duties as deemed advisable.

Article X

Indemnification of Officers and Directors

Indemnification of officers and directors of the Corporation to continue to serve as such and to induce others to serve as officers and/or directors and in consideration of such service, the Corporation shall indemnify and hold harmless each Director now or hereafter serving the Corporation, and each officer now or hereafter serving the Corporation, from and against any and all claims and liabilities to which he may be or become subject by reason of his now or here after having been a Director and/or officer of the Corporation and/or by reason of his alleged acts or omissions as a Director and/or officer as aforesaid, and shall reimburse each Director and each officer of the Corporation for all legal and other expenses reasonably incurred by him in connection with defending against any such claims or liabilities:

provided, however, that no Director or officer shall be indemnified against, or be reimbursed for any expenses incurred in defending against, any claim or liability in relation to matters as to which he shall be adjudged to have been derelict in the performance of his duty as officer or Director. The forgoing rights of Directors and officers shall not be exclusive of other rights to which they may be lawfully entitles.

Article XI

Fiscal Matters

Section 1. The fiscal year of the Corporation shall commence on the first day of July of each calendar year, and shall terminate on the last day of June of the next calendar year.

Section 2. All checks, drafts and promissory notes and receipts for money or goods shall be signed in such manner as shall be provided by the Board.

Section 3. No loans shall be contracted on behalf of the Corporation or evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.

Section 4. All funds of the Corporation not otherwise employed shall deposited from time to time to the credit of the Corporation in such banks, or other depositories as the Board may select, or may be invested, in accordance with the direction of the Board, in such securities, as are legal for trust funds under the laws of the state of Tennessee, at the time of such investments.

Section 5. Immediately after the close of each fiscal year, the Board of Directors shall cause to be made an audit or a review of the books and accounts of the Corporation for the fiscal year just ended, in accordance with financial policies established by the Board.. The report shall be filed with the records of the Corporation and be available during usual business hours for inspection by any member.

Section 6. The Board of Directors will establish and maintain policies covering all other financial activities of the Corporation, and will review and revise those policies as needed at least annually.

Article XII

Paid Personnel

Section 1. When deemed necessary the Board may appoint an Executive Director of the Association. The Executive Director shall have such duties and responsibilities as may be assigned to him by the Board.

Section 2. The Executive Director, with the approval of the Board or the Board in the absence of the Executive Director, may appoint other agents and employees and assign to them such duties and responsibilities that may be in the best interest of the Corporation.

Section 3. The compensation of the Executive Director and all other employees of the Corporation shall be fixed by the Board.

Article XIII

Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Article XIV

Rules of Order

The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and consistent with the bylaws or policies of this Corporation.

Article XV

Amendments

These bylaws may be altered, amended or repealed at any regular or special meeting of the members of the Corporation at which a quorum is present by a two-third (2/3) vote of the members present, provided that notice of any proposed change shall be given to the members in the notice of such meeting at least ten (10) days prior to said meeting.

Article XVI

Policy

In the event of dissolution of the Corporation, the residual assets of the Corporation will be transferred to the City of Bristol to be used as designated by the Board of Directors only for ~~the~~ improvements to the Nature Center and Park.

I hereby certify that the foregoing is a true and accurate copy of the bylaws of the Friends of Steele Creek Nature Center and Park as adopted by the Board of Directors and the membership on this the 12th day of November 1997.

Amended May 20, 2000

Amended May 11, 2015

Amended May 6, 2017