

BY-LAWS
FRIENDS OF NORTH STANLY TRAILS AND PARKS, INC.

ARTICLE I

Name and Logo

The name of the Corporation is Friends of North Stanly Trails and Parks.

The logo of the Corporation will be a rotary wheel of weaving spindles.

ARTICLE II

Mission of the Corporation

The Corporation shall exercise the powers consistent with non-profit corporation laws of North Carolina, which shall include, but not be limited to these specific objectives:

- A. To engage in all lawful activities for which corporations are exempt from tax under Section 501 c (3) of the Internal Revenue Code of 1986 (the Code) as amended.
- B. To create and implement a focused plan which provides for the maintenance and improvement of northern Stanly County Trails and Parks and encourages the use of these facilities.
- C. To provide funds for maintenance, improvements and use of trails and parks in northern Stanly County . Trails will have priority when funds are dispersed.

ARTICLE III

Membership

1. Membership

All individuals and organizations interested in the mission of this organization shall be eligible for membership upon payment of dues. Membership shall be open without regard to race, creed, color, sex, or national origin.

2. Vote

Each member is entitled to one vote.

3. Dues

Membership dues are payable by January 1st of each year. Amount of dues is determined by membership committee and approved by the Board of Directors.

4. Types of Memberships

There shall be the following types of members:

Individual	\$10
Couple	20
Family	50
Patron	100
Benefactor	500
Angel	1,000

Changes in membership dues shall be recommended by the membership committee and approved by the board of directors.

ARTICLE IV

Offices and Registered Agent

1. Offices

The corporation shall maintain a North Carolina registered office at the offices of one of the municipalities or at a location within northern Stanly County designated by the Board of Directors.

2. Agent

The corporation shall maintain a registered agent with Stanly County, North Carolina.

3. Changes

Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with North Carolina Non-Profit Corporation Act.

ARTICLE V

Board of Directors for the Corporation

1. General Powers and Duties

The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a board of directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation of the North Carolina Non-Profit Corporations Act which support and foster the purposes of the Corporation as established in this constitution.

2. Composition and Term

The Board of Directors shall consist of nine members. One new board member shall be selected each year by each of the three municipalities (Misenheimer, New London, and Richfield) to serve a one year term. The remaining six members will be elected by the membership. Two members will be elected each year for a three-year term. Election occurs at the annual membership meeting.

3. Quorum

Five members of the Board of Directors constitute a quorum.

4. Compensation

Members of the Board serve as volunteers to the Corporation on behalf of the three municipalities and on behalf of the Friends of North Stanly Trails and Parks. Members of the Board serve without compensation other than reimbursement of expenses.

5. Resignation

A director may resign at any time by giving notice thereof in writing to the appropriate municipality or to the Chairman of the Board. In the event of a resignation, a new director shall be appointed by the municipality or the Board for the remainder of the year. If appointed by the Board, a director will be elected at the annual membership meeting to complete the term.

6. Committees

The Chairperson of the Board may establish committees, standing and ad hoc deemed necessary to carry out the mission of the corporation. The chairperson shall appoint Board members to these committees and designate chairs for each committee. Committees serve in advisory capacity to the Board.

ARTICLE VI

OFFICERS OF THE BOARD

1. Officers and Term

The officers of Friends of North Stanly Trails and Parks will be chairman, vice chairman, secretary, and treasurer. They shall serve one year terms. These officers will constitute the Executive Committee.

2. Election

The officers shall be elected from the board of directors and by the membership at the annual membership meeting. Officers shall be installed at the annual December meeting of the membership.

3. Duties of Officers

a) Chairman shall

- preside at all meetings of the Corporation
- appoint such committees and designate chairs as deemed necessary to facilitate the mission of the Corporation
- appoint board members to committees ad hoc or standing, as advisors or chairperson
- serve as ex officio of all committees except the nominating committee
- call meetings of the Board whenever necessary in addition to regularly scheduled meetings. Such meetings must be approved by the Executive Committee.

b) Vice Chairman shall

- assume duties of the office of Chairman in his or her absence

c) Secretary shall

- record attendance at all meetings
- take the minutes and distribute to the board of directors prior to the next scheduled meeting
- keep an up-to-date list of membership, including addresses and telephone numbers
- notify members of place and time for meetings
- maintain a current record of all directors, showing place of residence, term of office, and telephone number

- acknowledge contributions with written notices for individuals and organizations
- d) Treasurer shall
 - maintain financial records of the Corporation
 - prepare line item budget
 - prepare financial statements for all meetings (broad and general)
 - deposit and disburse all funds as approved by the board of directors
 - make all disbursements by check with approval of Board and co-signed by other designee

ARTICLE VII

Elections

1. Appointments

Installation of the board of directors and officers shall occur in December at the annual membership meeting. Each municipality will appoint one board member in November. Two directors will be elected by the membership at the December membership meeting. Directors elected by the membership serve for three years. Directors elected by municipalities serve one year. Directors serving six consecutive years may not be elected or appointed for at least one year.

2. Vote

Each member of the corporation and the Board of Directors shall be entitled to one vote. Voting may be done by paper ballot, voice vote, or shall of hands as determined by the presiding officer.

3. Quorum

- a) The members present at the general meetings shall constitute a quorum.
- b) Five members of the board of directors will constitute a quorum.

ARTICLE VIII

Vacancies, Resignations, Removal

1. Removal

Any officer of the Corporation may be removed from office with just cause upon two-thirds vote of the general membership present at any regular or special meeting called for that purpose. The said person is entitled to ten days' notice in writing that such action is to be taken. Officers may be removed after missing three consecutive meetings.

2. Vacancies

Vacancies in an office shall be filled by a vote of the board at any regular or special meeting called for the purpose. Vacancies of the board of directors shall be filled by the appropriate municipality or by the Board of Directors. If filled by the board, the director must be elected by the membership at the December meeting to fill the remainder of the vacated term.

3. Resignations

A director may resign at any time by giving written notice to the municipality or the chairman of the board.

ARTICLE IX

Meetings

1. General Membership

A meeting shall be conducted annually in December. Notification of date, time, and place shall be made 30 days prior to meeting by the Secretary. A business session and a program will be conducted at the general meeting for a maximum time length of 2 hours.

2. Board of Directors Meetings

Meetings of the Board of Directors shall be held not less than bi-monthly and more often if deemed necessary by the Board. The meetings will be held in January, March, May, July, September and November. The Board of directors will determine time, place, and date of meetings.

3. Special Called Meetings

Time, date, and place of special meetings will be set by the Executive Committee. Meetings may be held in person or by telephone or video conferencing.

ARTICLE X

Committees

1. Committees

The chairman of the Corporation may establish standing and ad hoc committees as recommended by the Board to carry out the purposes of the corporation. Committees shall meet as often as necessary to accomplish their assigned task.

Each board member shall serve on a committee.

Standing committees for the corporation shall be: Members and Nominations, Resource Development and Finance as well as Projects, Activities and Publicity.

2. Duties of Committees

a) Membership and Nominations

Membership

Recruit new members, determine amount of dues and types of membership, and assist secretary in keeping an accurate membership roster.

Nominations

Prepare a written slate of candidates for each office and monitor municipal appointments.

b) Resource Development and Finance

Resource Development

Serve as catalyst to secure funding resources through private and non-profit grants for trail maintenance and improvement.

Finance

Prepare annual budgets; assist in determining cost for projects, activities, and membership dues; secure someone to audit books each year.

c) Projects/Activities and Publicity

Project/Activities

Develop and conduct fund-raising events for the purposes of fulfilling needs for trail maintenance and improvement and also to secure desired trail usage.

Publicity

Prepare news releases, flyers, etc. to publicize

- 1) events conducted by the projects/activities committee,
- 2) general membership meetings, and
- 3) Any other function deemed worthy of publicity and recognition

ARTICLE XI

Parliamentary Procedure

The latest edition of Roberts Rules of Order shall govern the proceedings of this corporation unless they are in conflict with these by-laws.

ARTICLE XII

Funds and Liability

1. Funds

All funds of the Corporation shall be deposited to the credit of the Corporation in banks or other depositories as the Board may select.

2. Contracts

- a) The Board of Directors may authorize any officer(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

b) No contract shall be entered into and no obligation shall be incurred beyond the amount of funds in the bank after deducting there from or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

3. Checks and Drafts

All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by the treasurer in such a manner determined by the Board of Directors.

4. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific business.

5. Audits

A committee or a certified public accountant shall audit the accounts of the Corporation annually, whose report shall be submitted to the Board.

6. Acceptance of Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the purposes of the Corporation.

7. Bond

At the direction of the Board, any board member of the Corporation shall be bonded. The corporation will pay bond expenses.

8. Liabilities

The Corporation's liabilities shall be limited to its common funds and assets. No member of the Corporation shall be held personally liable financially in connection with any of its undertakings.

ARTICLE XIII

Relations to Public Bodies

1. Grants and Appropriations

The Corporation contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies of North Carolina.

Expenditures by the Corporation of such grants or appropriations shall be made only for public purposes and only for the purposes of the Corporation and according to law.

2. Report to Public Bodies

Within thirty (30) days after the annual audit required by Article XII, section 5, shall have been submitted to the Board, the treasurer shall transmit a copy of that annual audit to any public body of the State of North Carolina from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the corporation during the fiscal year. The Treasurer will file all required reports to the IRS and the state of North Carolina.

ARTICLE XIV

Fiscal Year

Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

ARTICLE XV

Sharing in Corporate Earnings

No director, officer, or member of the committee or the Corporation shall at any time receive any of the net earnings from activities of the Corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the Corporation in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation.

ARTICLE XVI

General Provisions

1. Limit of Use of Property and Funds to Mission of the Corporation

No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in the Corporation's constitution; but all the funds and properties shall at all times be used exclusively for said Corporation purposes. In no event shall any of the funds or property of the Corporation be used for personal benefit, by way of compensation, directly or indirectly, of directors.

2. Dissolution

In the event of dissolution, abandonment, or termination of Friends of North Stanly Trails and Parks Corporation, no income, contribution, or other revenue or funds shall inure to the benefit of any individual or of any group. Any and all assets, properties possessed by the corporation, after current indebtedness has been paid, shall go to and be delivered forthwith in equal portions to each of the three municipalities, Misenheimer, New London and Richfield.

3. Amendments

These By-Laws may be altered, amended, repealed, or new ones adopted on recommendation by Board of Directors, at any general meeting of the members of Friends For North Stanly Trails and Parks by a majority vote of members present, provided the proposed amendments have been mailed to the members thirty (30) days prior to the meeting.