

BY-LAWS OF THE FRIENDS OF HARPETH RIVER STATE PARK, INC.

Article I: NAME

Section 1.1 The name of this corporation shall be Friends of Harpeth River State Park, Inc., a Tennessee corporation, hereafter referred to as the "Friends" or the "corporation." The Friends is a non-profit organization for public benefit and is formed to carry out the purposes and functions set forth by the corporate charter and these By-Laws.

Article II; PURPOSE

Section 2.1 The purposes for which the Corporation is organized are:

A - To provide support and assistance to park staff in developing services and programs for resource protection, visitor education, recreation, and safety. To help restore features of historic importance to the area. To encourage environmental preservation through careful consideration of planned facilities that will maintain the park's integrity as primarily a natural area.

B - To assist park staff in developing and providing quality educational programs about the unique aspects of this area, including its geology, biology, and history (including Native American, Boy Scout, and Montgomery Bell history).

C - To improve public access to and knowledge of the Harpeth River, Mound Bottoms, Montgomery Bell's Tunnel, Old Camp Boxwell, Newsom Mill, and Hidden Lake.

D - Construction of nature center and other park improvements.

E - To encourage appreciation and understanding of natural resources and to offer opportunities for individuals and organizations to pursue interests in natural resources and environmental protection.

F - To help protect, preserve, catalogue, and manage the natural resources of Harpeth River State Park. To support the biodiverse inventory of the area's flora and fauna.

G - the full By-Laws of the Friends of the Harpeth River Sate Park

H - To exercise all the powers conferred upon corporations formed under Tennessee law in order to accomplish its purpose, including, but not limited to, the power to accept donations and grants of money or property, whether real or personal, or any interest therein, wherever situated.

Article III: MEMBERSHIP

Section 3.1 Membership Description

Any individual interested in advancing the purposes of the corporation may become a Member, without respect to race, color, national origin, sex, age, disability, or any constitutionally protected classification. Any firm, association, partnership, estate, corporation, business, or other organization interested in promoting or supporting the interests of the Friends may also become Members as stated herein.

### Section 3.2 Establishment of Membership Fees and Obligations

Membership fees, assessments and dues (and any waiver thereof) shall be set by resolution of the Board. Members who resign, are expelled, or have their membership terminated are expected to fulfill the obligations they have made prior to their resignation, expulsion, or membership termination.

### Section 3.3 Individual Memberships

Individual members who have paid any duly established membership fee shall have the privileges of casting ONE vote on all matters put to a vote of the membership and of participating in Friends activities.

### Section 3.4 Family Memberships

Family memberships shall be available. Families who have paid any duly established membership fee shall be entitled to have TWO members of the family vote on all matters upon which the membership shall vote. All family members shall have the privilege of participating in the purposes and activities of the Friends.

### Section 3.5 Membership by Organizations

Any firm, association, partnership, estate, corporation, business, or other organization that has paid any duly established membership fee shall be entitled to ONE vote on all matters put to a vote of the membership. Each firm, association, partnership, estate, corporation, business, or other organization will designate an individual to cast its vote and to otherwise exercise the privileges of membership. Each firm, association, partnership, estate, corporation, business, or other organization shall have the right to change its designated representative by written notice to the Secretary of the Friends.

### Section 3.6 State Park officials and employees

Tennessee State Parks officials and employees may be non-voting Members. They may attend meetings to discuss programs and activities, current and proposed, and to provide guidance to the Friends that may be helpful in fulfilling the group's goals.

### Section 3.7 Other Membership Categories

Other membership categories (for example, Honorary, Ex Officio or Youth) may be established by resolution of the Board of Directors as necessary for the purposes of accomplishing the objectives of the Friends.

#### Article IV: GOVERNANCE

##### Section 4.1 Board of Directors and Qualifications

The governance of the Friends shall be vested in a Board of Directors consisting of a minimum of five and a maximum of twenty-five Directors. All Directors of the Friends shall be at least 18 years of age and be citizens of good standing in the community and Members in good standing in the Friends.

##### Section 4.2 Powers and Duties of the Board of Directors

A - The Board of Directors shall exercise all corporate powers of the Friends, shall serve as the administrative policy-making body of the Friends and shall possess such powers and duties required to maintain, promote, and administer the policies, purposes, and objectives of the organization.

B - The Board of Directors shall be responsible for planning, coordination, evaluation, and administration of organizational activities.

C - The Board of Directors shall have the power to contract and to do any and all acts necessary to the functions as set forth in these By-Laws.

##### Section 4.3 Composition and Terms of the Board of Directors

A - The governance of this organization shall be vested in the Board of Directors consisting of (1) four Officers (a Chair, a Vice-Chair, a Secretary, and a Treasurer), and (2) one to twenty-one At-Large Directors. Officers and At-Large Directors may serve simultaneously as Chairpersons of any Committees established by the Chair with the advice and consent of the Board of Directors.

B - The first Board of Directors shall be elected by the incorporators to serve until the first Annual meeting of the membership. The first Board of Directors shall elect officers to serve until the first Annual meeting of the membership. At this first Annual meeting of the membership, one at-large Director shall be elected for a term of one year and two to six at-large Directors elected for a term of two years to up to five years initially. Thereafter, as terms expire, the Directors shall be elected at Annual Membership meetings for terms of two years and the Directors subsequently shall elect the Officers from among the members of the Board. Terms should overlap so that the Board regularly retains some experienced Directors.

C - If a Director is unable to serve, resigns or is removed from office, the Board of Directors shall fill the vacancy for the unexpired term.

D - A Director's term of office will be terminated if he or she fails to attend three consecutive meetings of the Board without good reason. Prior notice of a foreseeable absence should be given to the Chair or Vice-Chair.

E - No two members of the Board of Directors shall be from the same immediate family group.

#### Section 4.4 Fiduciary Responsibilities and Limit of Liability

The Board members' duties of loyalty and fiduciary responsibility and the limits of liability and authorization for indemnification of Board members are specified in the Charter (Articles of Incorporation) of the corporation.

#### Section 4.5 Fiscal Year

The Fiscal Year of the Friends shall begin on January 1 and end on December 31 of the same calendar year or as designated by resolution of the Board.

### Article V: MEETINGS AND ELECTIONS

#### Section 5.1 Annual General Membership Meeting

An Annual General Membership meeting of the Friends of Harpeth River State Park, Inc. shall be held in November, or such other date as the Board may designate by resolution, at the time and place designated by the Board of Directors. The Directors for the new term shall be elected by the Members by ballot at this Annual meeting. In addition to the nominations presented by the Board, nominations from the floor will be encouraged at the Annual meeting. Nominees from the floor must be present at the meeting or state prior to the voting their willingness to serve if elected. Voting by proxy is not allowed.

#### Section 5.2 General Membership Meetings

General membership meeting for any purpose, in addition to the Annual meeting, may be called by the Chair or by two-thirds of the Board of Directors or upon written request to the Secretary by ten voting Members or by 5% of the voting Members, whichever is greater. Written notice of any General Membership meeting shall be sent to each Member's postal or email address as recorded in the Friends' records at least 14 days prior to the meeting.

#### Section 5.3 Presiding Officer and Quorum for General Membership Meetings

The Annual and other General Membership meetings shall be presided over by the Chair or Vice-chair or such other Director from the Board designated by the Board to act in the absence of these officers. The presence of a minimum of seven Members (including at least two Members who are not Directors) will constitute a quorum for Annual or General

Membership meetings. A simple majority vote of these Members and Directors in attendance is required for the passage of any motion placed before the membership. Voting by proxy is not allowed.

#### Section 5.4 Nominating Committee

At least 90 days prior to the Annual Meeting, with the consent of the Board, the Chair shall appoint a Nominating Committee of at least three Directors and one to three other Members in good standing. The Committee shall nominate persons deemed suitable to serve as Directors. Notification of the nominations shall be sent to members at their postal or email address at least two weeks in advance of the Annual Membership meeting.

#### Section 5.5 Quarterly Board Meetings

Except as otherwise provided herein, the Board of Directors shall meet at least quarterly on a date, time and place designated by the Board. Notice of Board meetings shall be sent by the Chair or the Secretary to all Directors by email or postal mail at least 10 days in advance of each meeting. Meetings of the Board of Directors shall be open to the membership of the Corporation except as specified in these By-Laws.

#### Section 5.6 Quorum for Board Meetings

Unless otherwise required by law, at least one-half of the Directors must be present at any Board of Directors meeting to constitute a quorum for the purpose of transacting business. A simple majority of the Directors in attendance at the meeting is required for the passage of any resolution except as otherwise specified in these By-Laws. The Board may meet or a Board member may participate by telephone, video conference or other electronic means and this shall constitute attendance for purposes of a quorum. The Board may provide for the conduct of business and voting by email provided that all Directors who desire to do so have equal access to debate and decision-making processes and that a record is kept of all such proceedings to the same extent that minutes are kept for face-to-face meetings.

#### Section 5.7 Specially Called Meetings of the Board

The Board shall hold a specially called meeting at the call of the Chair or of at least one-third of the members of the Board. The rules for notice and quorum for regular Board meetings shall apply except that the Board may, by resolution, waive the 10-day written notice for a specially called meeting.

#### Section 5.8 Use of Ballots

At Membership and Board meetings, secret paper ballots will be used in voting for election of Directors for contested seats, for officers if there are two or more candidates for a position, to remove a Director for cause, to dismiss a Member for cause, and on such other actions as the Board may deem appropriate.

#### Section 5.9 Proceedings - Robert's Rules of Order

The proceedings of all meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order when such rules are not in conflict with these By-Laws.

#### Section 5.10 Minutes

Minutes shall be kept of all meetings, and minutes of open meetings will be available for examination by any Member.

#### Section 5.11 Open and Closed Meetings

A - All regular Board and Membership meeting shall be open to the entire membership and invited guests.

B - Board meeting or portions of Board meetings for consultation with legal counsel or concerned with the removal of Directors or Members for cause shall be closed.

#### Section 5.12 Removal of Members and Directors

A - Members of the Corporation may recall a member of the Board only at a General Membership meeting called specifically for that purpose.

B - A member of the Board may be removed for misconduct or other cause. Any Member may also be dismissed from the Membership for misconduct or other cause. Removal or dismissal for cause must be approved by two-thirds (2/3) of the Board of Directors at a special closed meeting called specifically for that purpose. The resolution of removal shall specify the misconduct or other cause for removal.

### Article VI: OFFICERS

#### Section 6.1 Election and Terms of Officers

Following the first Annual meeting and annually thereafter, the Board shall elect officers from among the Board members at a Board meeting held within 30 days following the Annual meeting. Officers will serve for two (2) years or until the expiration of their term on the Board if earlier or until removed from office as set forth in these By-Laws.

#### Section 6.2 Chairperson

The Chair shall be the principal representative of the Friends and subject to the control of the Board and the Members. He/she shall supervise all of the business affairs of the Friends, preside at meetings and perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board.

### Section 6.3 Vice-Chair

The Vice-Chair shall perform all the duties of the Chair in his/her absence, shall chair a permanent committee and/or serve another permanent position as needed by the Board, and may perform such other duties as may be assigned by the Chair or the Board.

### Section 6.4 Secretary

The Secretary shall be responsible for keeping a permanent record of all Board and Membership meetings and to report minutes of previous meetings for approval, and shall perform all duties incident to the office of Secretary, including official correspondence.

If no Membership Committee has been appointed, the Secretary will also maintain membership records, prepare and mail membership renewal notices, and receive and transmit to the Treasurer dues remittances.

### Section 6.5 Treasurer

The Treasurer shall be responsible for all funds and property of the Corporation. Funds of the Corporation shall be withdrawn from accounts or financial institutions with which they are on deposit by the signatures of the Treasurer and another officer or a member in good standing deemed by the Board as trustworthy.

If a Finance Committee is appointed, the Treasurer shall serve as the Chairperson of said Committee. The Treasurer will keep all financial records, file all applicable tax returns, including the annual report to the Secretary of State's office, and perform all duties incident to the office of Treasurer. The Treasurer shall submit a financial report at each regular Board meeting and the Annual meeting and, with the assistance of the Board, prepare a budget for presentation to the members at the Annual meeting.

### Section 6.6 Compensation and Non-Inurement

The Charter (Articles of Incorporation) provides: "No Officer of the Corporation shall receive compensation for duties performed in the exercise of his/her duties of office. Reasonable travel expenses and other legitimate documented expenses may be paid upon approval of the Board. It is the expressed policy of this organization, chartered as a public benefit corporation, that its Board of Directors, officers, staff members and committee members with powers delegated by the governing board act only in the furtherance of the mission and interests of the organization and not for their personal gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons. However, the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for expenses incurred on its behalf, and make payments and distributions in furtherance of the purposes of the corporation.”

## Article VII: AMENDMENT OF THE BY-LAWS

### Section 7.1

These By-Laws may be amended by two-thirds vote of the Directors in attendance at any regularly scheduled or special Board meeting. Such changes may be immediately effective. Members shall be notified of amendments to the By-Laws and may ratify or reject such amendments at a General Membership meeting. Inaction on By-Law Amendments at the next General Membership meeting shall constitute ratification of the Amendments.

## Article VIII: DISSOLUTION

### Section 8.1

The Charter (Articles of Incorporation) provides: “Upon the termination, dissolution, final liquidation or closure of this Corporation in any manner or for any reason, its assets, if any, remaining after payment of all liabilities of the Corporation, shall be granted to Friends of Harpeth River State Park, Inc. All non-cash assets that are of use to the park shall be donated to Friends of Harpeth River State Park, Inc. to be used for public purposes. All other non-cash assets shall be sold and the proceeds plus any cash shall be donated to Friends of Harpeth River State Park, Inc. and/or used to purchase material and/or supplies and donated to Friends of Harpeth River State Park, Inc. to help carry out the purposes specified in Article II” [of the Charter].

### Section 8.2

If and when a need for dissolution of the Friends is determined, all Members must be notified of a General Membership meeting and the purpose of the meeting must be stated in the notice. Approval by at least two-thirds of the Members in attendance at the meeting is required to dissolve the corporation.

## Article IX: ASSOCIATION

### Section 9.1

Friends of Harpeth River State Park, Inc., shall maintain a relationship with Harpeth River State Park and the Tennessee Department of Environment and Conservation in accordance with the State Parks Act of 1993 and subsequent amendments as codified in Tennessee Code Title 11 (Natural Areas and Recreation), Chapter 3 (State Parks), Part 2 addressing “Nonprofit Organizations for Support and enhancement of State Parks.”

Section 9.2

Friends of Harpeth River State Park, Inc.'s "in-park" activities will be coordinated with and subject to the supervision and approval of park management and/or employees.

Section 9.3

Friends of Harpeth River State Park, Inc., shall provide the senior park staff person of Friends of Harpeth River State Park, Inc. minutes of all meetings.

Section 9.4

The Friends of Harpeth River State Park, Inc. shall not show favoritism to any particular political or religious organization.

Article X: CONFLICT OF INTEREST

All members shall be required to disclose, in writing, any known interest that they or their immediate family members have in any entity that transacts business with the corporation. Where an actual or potential conflict of interest exists, such individuals shall not participate in making decisions regarding transactions with the entity.

Approved at the Meeting of Incorporators held May 18, 2015 at Nashville, Tennessee.

Incorporators:

Name	Address
Aubrey Harwell, Jr.	_____
Dr. Charles T. Womack, III	_____
Alan C. Housholder	_____