

**FRIENDS OF SHAKAMAK
BYLAWS
5/02/2011
Amended: 8/6/12, 10/1/12 ,2/10/14**

ARTICLE I – NAME

The name of this organization shall be Friends of Shakamak, Inc. (hereafter FOS).

ARTICLE II – MISSION & PURPOSE

The mission of the FOS is to develop and support projects and events to help preserve and promote the educational, natural, cultural, recreational and historical aspects of Shakamak State Park (SSP), through volunteer and charitable support while functioning within the mission of the park.

The purpose of the FOS is to assist SSP in:

- ❖ Protecting the beauty and ecological health of the park
- ❖ Providing interpretive activities that increase the public’s appreciation of the parks’ natural and cultural resources
- ❖ Preserving the parks’ historical assets
- ❖ Conducting scientific and historical research
- ❖ Generate funding, separate from revenue and legislative appropriations, to be used for park improvements
- ❖ Provide an avenue of volunteer service for the park

FOS is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III – MEMBERSHIP

SECTION 1: ELIGIBILITY

Membership in FOS shall be open to any individual, family, association, society, partnership, firm, company, or corporation after completing a membership application and paying membership dues. The Board of Directors of the FOS shall retain the right to reject the application from any *entity for non-discriminatory purposes that* does not reflect the mission, goals and objectives of the FOS.

SECTION 2: DUES

Annual membership types and dues shall be determined by the board of directors. Annual dues shall be payable between January 1 and April 1. Dues of a first time member, paid after October 1, shall be considered paid dues for the next calendar year.

SECTION 3: VOTING

- A. All memberships shall be limited to one (1) representative and one (1) vote.
- B. Voting membership carries with it the right *to cast* a ballot on all matters specified, in the manner prescribed by these bylaws, *all matters that require a vote for ratification by the members*. Voting members shall be entitled to receive a copy of the annual financial report of the organization and its newsletters.
- C. To be eligible to vote, a member must be current with dues and fees.
- D. Any issue brought to the FOS for a general membership vote, shall be passed by a simple majority of the members present.

SECTION 4: MEETINGS

All meetings shall be considered general membership meetings with no less than three meetings held per annum. The FOS meetings will be conducted as to the guidelines in the current edition of Robert's Rules of Order.

ARTICLE IV – OFFICERS

SECTION 1: ELIGIBILITY

The FOS Board shall consist of *four (4)* voting members. Term shall be for two years beginning on the First of *February* and ending on the Thirty-first of *January*, with no member serving more than two (2) consecutive terms *in the same position*.

There shall be one (1) non-voting representative from SSP, being the Park Manager or his/her designee *who is allowed to cast a vote only in the event of breaking a tie*.

SECTION 2: SELECTION

- A. The FOS Board shall be elected at the *January* membership meeting by the eligible, voting members of the FOS. The FOS members shall nominate candidates for the FOS Board. Newly elected Board members shall be seated at the *February* meeting.
- B. The FOS board members shall select a chairperson, vice-chair, treasurer, and secretary.

SECTION 3: POSITIONS AND DUTIES

Chairperson: The Chairperson shall hold the principal executive position of the organization and shall, in general, supervise the business and affairs of the organization. He/She shall preside at all general membership meetings and meetings of the Board and shall be responsible for all the general meeting and board meeting agendas. The Chairperson shall

perform all duties incidental to the office of the Chairperson, serve as ex-officio member of all committees, except the nominating committee and other such duties as may be prescribed by the board from time to time. Chairperson has authority to sign legal contracts and other agreements after approval of the FOS general membership.

Vice-Chairperson: The Vice-Chairperson shall assume the duties of the Chairperson in his//her absence or inability to serve. The Vice Chairperson shall have other such powers and duties as assigned by the Chairperson.

Treasurer: The Treasurer shall have the custody of all funds raised by FOS. Maintenance of account books and records are the responsibility of the Treasurer. These records, including bank statements, receipts, budgets, invoices, paid receipts, and cancelled checks, shall be held for seven (7) years.

Secretary: The Secretary shall keep post and be custodian of the record of the Board and FOS membership meetings. The secretary shall perform such duties as shall be assigned to him/her by the Chairperson or by the Board.

Shakamak State Park Representative: The park representative shall represent the park and the Indiana Department of Natural Resources and will advise on matters directly relating to policies, procedures, and protocols of IDNR. *In the event of a voting tie of the board of directors, the park representative shall be allowed one vote.*

SECTION 4: REMOVAL

Any elected board member of the FOS may be removed upon recommendation of the remaining Board members whenever, in its judgment, the best interests of the organization would be served. Notification of removal shall be in writing and must be approved by the general membership present at the next board meeting.

SECTION 5: VACANCIES

Should a Board position become vacant, the remaining Board members shall fill the position by appointment from the eligible FOS membership at the next board meeting following the vacancy. All postings for the positions shall be made within 30 days.

Upon resignation or termination of a position on the board, all rights and authority cease.

SECTION 6: DUTIES

The duties of the FOS Board shall be as follows:

- A. To establish, direct and maintain executive guidance over the FOS program.
- B. To *designate and oversee committees and to appoint committee chairs if the position remains vacant for 60 days.*
- C. To carry out such actions as is deemed necessary to further the purpose and objectives of FOS.

- D. To review recommendations made by the committee Chairs. These shall be approved, amended, or disapproved to ensure compliance with the Bylaws of FOS, by the next Board meeting.

SECTION 7: MEETINGS

Board meetings shall be *called by the chairperson or a majority of the voting board members whenever deemed necessary.*

SECTION 8: QUORUM

A minimum of *three* (3) voting Board members shall constitute a quorum and must be present to conduct business. A majority of the quorum shall be required to pass any resolution before the Board.

ARTICLE V – COMMITTEES

SECTION 1: TYPES

Committees may be permanent or temporary and will serve functions as deemed necessary by the Board of Directors.

SECTION 2: COMPOSITION

FOS committees shall consist of at least three (3) FOS members. One member, acting as Chair, shall be *elected by a majority of the committee members. If the committee remains without a chair for 60 days, one will be appointed by the board.*

SECTION 3: MEETINGS

The Committee Chair or his/her representative shall call meetings of all FOS committees.

SECTION 4: LIMITATION OF AUTHORITY

All committee decisions must be approved by the board.

SECTION 5: DUTIES

The purpose of any committee shall be determined by the FOS Board. Upon the request of the Board, the committees shall advise the Board with respect to their activities. Recommendations of the committees shall not be binding on the organization or its Board. The committees shall have no power to obligate the organization, unless specifically authorized to do so by the FOS Board.

SECTION 6: TERMS OF APPOINTMENT

Committees will remain in place until deemed unnecessary by the board.

ARTICLE VI – FINANCIAL STATUS

SECTION 1: ORGANIZATION

The organization is organized exclusively for charitable, educational, and scientific purposes under Section 501 c (3) of the Internal Revenue Code.

SECTION 2: INTENT

No part of the net earnings of the organization shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding another provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the internal revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal revenue Code, or corresponding section of any future federal tax code.

SECTION 3: DISSOLUTION

Upon dissolution of the organization, assets shall be distributed in accordance with the Co-operative Agreement between the FOS and the Indiana Department of Natural Resources, Division of State Parks and Reservoirs, Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code shall be adhered to.

ARTICLE VII – AMENDMENTS

The bylaws may be altered, amended or repealed at anytime by recommendation of a majority of the FOS Board, with final approval by a majority of the eligible voting membership present at the next general FOS meeting. Any new FOS Bylaw shall be presented at a general membership meeting and be voted on at the next scheduled membership meeting. All amendments to the Bylaws shall be posted.

AMENDMENT I

It was voted into effect at the August 6, 2012 membership meeting to add the word “recreational” to the mission after the word cultural.

AMENDMENT II

Voted into effect on October 1, 2012. Change to the mission and purpose to clarify and change to dissolution to correct the information.

Mission and Purpose:

The mission of the FOS is to develop and support projects and events to help preserve and promote the **educational**, natural, cultural, recreational and historical aspects of Shakamak State Park (SSP), through volunteer and ~~financial~~ **charitable** support while functioning within the mission of the park.

The purpose of the FOS is to assist SSP in:

- ❖ Protecting the beauty and ecological health of the park
- ❖ Providing interpretive activities that increase the public’s appreciation of the parks’ natural and cultural resources
- ❖ Preserving the parks’ historical assets
- ❖ Conducting scientific and historical research
- ❖ Generate funding, separate from revenue and legislative appropriations, to be used for ~~conservation of resources, facilities and interpretation~~ **park improvements**
- ❖ Provide an avenue of volunteer service for the park

Dissolution:

Upon dissolution of the organization, assets shall be distributed in accordance with the Co-operative Agreement between the FOS and the Indiana Department of Natural Resources, Division of State Parks and Reservoirs. ~~Section 5, paragraph 4.~~ Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code shall be adhered to.

AMENDMENT III

Voted into effect February 10, 2014 the following addition to article II.

Add the following statement to the end of Article II:

FOS is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.