

BY-LAWS OF
FRIENDS OF THE HAMMOCKS AND BEAR ISLAND, INC.

ARTICLE I: Name and Purpose

Section 1. **Name**. The name of the organization shall be The Friends of the Hammocks and Bear Island, Inc. hereinafter called the "Corporation".

Section 2. **Purpose**. The purpose of the Corporation is to develop, encourage, and promote public awareness of Hammocks Beach State Park; to serve as a philanthropic organization for the support, maintenance of programs and development of facilities of Hammocks Beach State Park; to solicit, hold, invest, and expend funds for such purposes; and to render assistance as requested by the North Carolina Division of Parks and Recreation. These purposes are exclusively nonprofit, charitable, educational and scientific. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

Section 3. **Registered Office**. The corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office. Such registered office shall be located at 1572 Hammocks Beach Road, Swansboro, Onslow County, North Carolina, or at such other place within the State of North Carolina as may from time to time be fixed and determined by the Board of Directors.

ARTICLE II. Membership

Section 1. **Membership**. in the association shall be open to any person, firm or corporation who subscribes to and supports the purposes of the Association, and shall be a member in good standing having paid annual dues, the rate of which is determined by the Board of Directors.

Section 2. **Class**. There shall be only one class of member.

Section 3. **Dues**. Dues for all members may be set and required by the Board of Directors from time to time in such amounts as the membership shall approve.

Section 4. **Rights**. All members shall enjoy the same rights and privileges. Each member shall be entitled to vote on all questions before the corporation and to vote in the election of officers and directors. Each member shall be eligible to hold office and for appointment to standing on special committees.

Section 5. **Violation** of the following rules may constitute a basis for dismissal or suspension of members:

- (a) Any conduct detrimental to the good order, discipline and performance of the members of

the corporation.

- (b) Non-payment of required dues.
- (c) Members of the corporation shall at all times conduct themselves as gentlemen and in such manner as not to discredit the corporation or its purposes.
- (d) No member shall appear at any corporate function in a state of intoxication or using profane and indecent language.
- (e) Any officer or board member who is absent four (4) business meetings without excuse shall forfeit that office or position; a replacement being selected at the subsequent meeting.

Section 6. **Active members** are members who have met all of the requirements and paid membership dues for the year.

Section 7. **Compensation**. No member shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for reimbursement for actual disbursements expended on behalf of or in service to the corporation and according to policies authorized by the Board of Directors.

ARTICLE III: Meeting of Members

Section 1. **Annual meeting** of the members shall be held at Hammocks Beach State Park, at 10:00 AM, or at such other place in Onslow County as may be designated, on the first Saturday in March of each year or at such time set by the Board of Directors. The purpose of the meeting shall be the election of officers and directors, presentation of the President's annual report and a financial statement by the Treasurer. Other necessary business may be conducted at this meeting.

Section 2. **Special meetings** may be called by the President of his own accord and must be called upon written request of at least one—third (1/3) of the membership.

Section 3. **Regular meetings** of the Board of Directors shall be held quarterly and as set by the Board of Directors.

Section 4. **Notice** of the annual, regular or special meetings of members must be given not less than three (3) days prior to the meeting date. Annual meetings must be by written notice or electronic messaging. Other meetings may be by phone, person, by mail or electronic messaging.

Section 5. **Quorum**. For all meetings, a quorum shall consist of a majority of active members actually present in person or by proxy.

Section 6. **Vote**. Each active member shall have one vote on any act of business conducted by the corporation. Voting shall be in person or by proxy. All powers of proxy shall be in writing, dated and signed, and duly filed with the Secretary prior to the meeting.

Section 7. **Rules of Order**. Except where inconsistent with these by—laws or the laws of the State of North Carolina, "Robert's Rules of Order" shall govern the conduct of the meeting (latest issue).

ARTICLE IV: Directors

Section 1. **General Powers.** The property, business, and affairs of the Corporation shall be overseen by its Board of Directors in accordance with these bylaws and the purposes of the Friends of the Hammocks and Bear Island, Inc.

The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day to day operations to the President/Executive Director. Specific powers of the Board of Directors include but are not limited to:

- (a) defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- (b) selecting the Corporation's President/Executive Director and periodically reviewing his or her performance;
- (c) approving major personnel policies;
- (d) reviewing and approving the Corporation's budget;
- (e) raising the financial resources required to meet the Corporation's goals and objectives, as coordinated by the President/Executive Director, and establishing general fund raising policies; and
- (f) conducting a biennial review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

Section 2. **Composition.** There shall be a Board of Directors consisting of 9 elected Directors including officers. The directors shall be elected for a term of two (2) years or until a successor has been elected.

Section 3. **Nomination.** The Chair of the Board of Directors shall appoint a Nominations Committee which shall be responsible for producing a slate of candidates for election to the Board of Directors, in accordance with such procedures as the Board of Directors may by resolution determine. The Nominations Committee shall provide each member of the Corporation, in such form as the Board of Directors may prescribe, a description of the procedure for nomination and election of Directors.

Section 4. **Election.** Election of directors shall take place at the Annual Meeting of the corporation except as otherwise provided by the by—laws. Voting shall be by open ballot except that voting may be by secret ballot if such procedure is approved by majority vote at the Annual meeting prior to voting on the election of officers and directors. A majority vote of the members present, in person or by proxy, shall be required to elect all directors. In the event no candidate in an election received a majority vote, the balloting for such office or offices shall continue until one candidate receives such majority. Officers and directors shall assume their offices at the conclusion of the Annual Meeting and shall serve until their successors are elected and have qualified.

Section 5. **Appoint Directors.** The Board of Directors in office at the time that a call for nominations is made shall by majority vote appoint to the Board of Directors one person for each vacancy in the appointive seats therefore. The newly appointed directors will serve during the same term as the Directors elected for the upcoming year.

Section 6. **Term of Office.** Directors shall serve for a term of two years, or until a successor is duly elected or appointed, except that in the case of the first Board of Directors established after the effective date of these bylaws four of those elected and three of those appointed shall serve for a term of one year. Except as provided otherwise in these bylaws, the term shall begin at the Annual Meeting following election or appointment. Each Director shall hold office until his or her terms expires, death, resignation, removal, disqualification, or his or her successor has been elected or appointed. No Director, whether elected or appointed, may serve more than six consecutive years. Any director may resign at any time by giving written notice to the Chair of the Board. The resignation takes effect upon receipt of the notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time with or without cause by two-thirds vote of the Board of Directors.

Section 7. **Vacancy.** In the event an elected Director dies, resigns in writing, loses membership in the corporation or becomes physically unable to carry on his duties, or is removed for cause, the Board shall by majority vote select a successor to serve until the next Annual Meeting at which time a Director shall be elected by the members to fill the unexpired term.

Section 8. **Quorum.** A majority of the Board present in person or by proxy shall constitute a quorum.

Section 9. **Meetings.** The Board shall meet at least quarterly or at such other time as may be designated. Board meetings may be called by the Chair on his own initiative and must be called at the written request of three (3) Board members stating the reasons and purposes thereof.

Section 10. **Committees.** The Board of Director's may appoint such committees as it may deem necessary and expedient for the purpose of advising the Board of Directors and carrying out the duties of said Board of Directors and the policies adopted by the Board of Directors from time to time.

Section 11. **Nature of Meetings.** Notice of every meeting shall be given to each member Of the Board at least five (5) days prior to any such meeting, provided that any member may waive such notice to him.

Section 12. **Voting.** Except as otherwise provided in these by-laws, all actions of the Board shall be taken by majority vote of the Directors present in person or by proxy.

Section 13. **Compensation.** No Director shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Directors, to the extent provided by such resolutions, and except as otherwise provided in these bylaws.

ARTICLE V: Officers

Section 1. **Officers** of the corporation shall consist of a Chair of the Board of Directors, a Vice—Chair, a Secretary and a Treasurer, a President/Executive Director, additional Vice-Chairs as the Board of Directors may authorize, and such subordinate officers as the Board of Directors may appoint or authorize the Chair or President/Executive Director to appoint. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers

is required. Officers shall serve for a term of one year or until their successors are duly elected. There shall be no limit to consecutive terms.

Section 2. **Election**. The Board of Directors, initially and at each subsequent annual meeting thereafter, shall elect from among the Directors the Chair, Vice-Chair, Secretary, and Treasurer, and such Vice-Chairs as the Board may have authorized. Each Officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, or disqualification, if such occurs before the next annual meeting or until his or her successor has been elected or qualified. If necessary to fill offices that have become vacant, the Board may elect officers at any regular meeting.

Section 3. **Vacancies**. The term of office of any office shall terminate upon the election or qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors, upon his or her death, or upon a vote of two-thirds of the Directors then in office to remove him or her from office in their judgment the best interests of the Corporation will be served thereby. Any vacancy among the officers shall be filled by the Board of Directors. Any officer or assistant officer may also be removed from office by the Board of Directors or the Chair, whichever is the appointing authority, upon such terms as may have been specified in writing at the time of appointment of such officer.

Section 4. **Chair**. The Chair shall chair the Annual Meeting and meetings of the Board of Directors and shall perform the following duties and responsibilities:

- (a) Appoint the chairpersons of all Board Committees and serve as a liaison among the Corporation's Board, its committees, and the staff;
- (b) Maintain liaison as needed with foundations supporting the Corporation and other potential funding sources;
- (c) Facilitate and coordinate the Board's discharge of its responsibilities as set forth in the bylaws and by Board resolutions and;
- (d) Such other responsibilities as provided in the Corporation's bylaws or as may be directed by the Board

Section 5. **Vice-Chair**. The Vice—Chair shall assist the Chair in his duties and shall assume such other duties as are assigned by the Chair. In the absence of the Chair, the Vice—Chair shall preside at meetings. In addition to the above duties, the First Vice—Chair shall:

- (a) Keep himself well informed as to all of the duties of the Chair.

Section 6. **Secretary**. It shall be the duty of the Secretary to keep the minutes of all meetings, keep membership lists current, attend to the correspondence of the corporation, mail notices of annual meetings to members, assist the President in any programs for the corporation, keep current lists of all standing committees and any ad hoc committees appointed by the President. In addition to the above duties, the Secretary shall:

- (a) A copy of the minutes will be made available at the park office.
- (b) Maintain a record of members present at each of the business meetings.

Section 7. **Treasurer.** The Treasurer shall receive all revenues of the corporation, shall deposit the same in the name of the corporation in a Bank approved by the Board of Directors and shall issue the receipts of the corporation.

He or she shall disburse funds by check on the order of the President or in such manner as the Board of Directors may authorize. He or she shall keep regular and accurate accounts of all funds and shall at all times have the accounts open for the inspection of the President and Executive Committee. He or she shall supervise the collection of all dues and keep an account of the dues and other sums contributed by members and others. He or she shall send to members notices of annual membership dues, if any. He or she shall maintain an accurate roster of paid membership and keep the Secretary advised thereof. At the discretion of the Board of Directors, he or she shall be bonded in such sum as the Board may determine. He or she shall report in writing at the Annual Meeting on the state of the corporation's finances and shall submit such other financial reports and at such times as the Board of Directors may require. The Treasurer may not be in the immediate family of the President. In addition to the above duties, the Treasurer shall:

- (a) Inform the Board of Directors of its financial status, monies collected and expended during the preceding month at monthly business meetings.

Section 8. **President/Executive Director.** The President of the Corporation shall be the Chief Executive Officer and shall attend all meetings when possible. He shall have general responsibility and all powers and duties usually associated with the office of President. In addition to the above duties, the President shall:

- (a) Have general charge and control of the business, property and affairs of the corporation except as specified business in these bylaws that require a majority vote of the members present at a regular business meeting.
- (b) The President of the Corporation, who also holds the title of Executive Director, shall direct and execute all decisions of or programs adopted by the Board of Directors, shall act as the chief executive officer of the Corporation, shall serve as Assistant Secretary, and shall perform such duties as the Board of Directors may prescribe or authorize. The forgoing duties shall include, but not be limited to, the hiring and discharging of all employees; the execution or contracts or other instruments on behalf of the Corporation except in cases where the execution thereof is expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; the signing of checks, drafts, or other orders for payment or money; the depositing of all monies and other assets in the name of the Corporation according to policies or in such depositories as the Board of Directors may prescribe; serving as a voting member of the Board of Directors; and serving on the Executive Committee if the Board of Directors authorizes an Executive Committee. The President/Executive Director shall furnish the Board with an operating and financial report at each meeting thereof. The President/Executive Director shall be appointed upon the majority vote of the Board of Directors present at a duly constituted Board meeting and shall serve at the pleasure of the Board of Directors, except that the Board may, at its discretion, retain the services of the President/Executive Director upon a contract for a fixed period of time.

Section 9. **Other Offices.** The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 1 of the Article shall be specified by the Board of Directors or by the Chair or President if so authorized by the Board of Directors.

Section 10. **Surety.** The Board of Directors may require the Treasurer, President/Executive Director, or any other officer or assistant officer to furnish such surety as it may determine.

Section 11. **Compensation of Officers.** The President/Executive Director may be paid such reasonable compensation as the Board of Directors or its Executive Committee may authorize and direct. No other officer who is a member of the Board of Directors may receive any compensation, except as reimbursement for actual disbursements expended on behalf of or in service to the Corporation and according to policies authorized by the Board of Directors.

ARTICLE VI. Miscellaneous Provisions

Section 1. **Indemnification.** Every person who is or shall have been a director or officer of the corporation and his or her personal representatives shall be indemnified by the Corporation against all cost and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. **Fiscal Year.** The Fiscal year of the Corporation shall begin on the first day of January of each year and shall end on the last day of December of each year.

Section 3. **Corporate Seal.** The official seal of the Corporation shall have inscribed thereon the name Friends of the Hammocks and Bear Island, Inc. The official seal shall also contain such other words or figures as the Board of Directors may determine. The official seal may be used by placing, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. **Amendments.** The Bylaws may be altered, amended, or repealed and new bylaws adopted upon the vote of the majority of the members of the Board of Directors present at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting.

Section 5. **Activities of the Corporation.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law)

Section 6. **Conflict of Interest.** No board member or board committee member, or any member of his/her family should accept a gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with Friends of the Hammocks and Bear Island, Inc., unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.

No board or committee members should perform, for any personal gain, services to any Friends of the Hammocks and Bear Island, Inc. supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board or committee authorizes such a transaction. Similar association by a family member of the board or committee member or by any other close relative may be inappropriate.

No board or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any Friends of the Hammocks and Bear Island, Inc. supplier of goods or services or any other organization that is engaged in doing business with or serving Friends of the Hammocks and Bear Island, Inc. unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to conflict of interest.

This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient. Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate.

Section 7. **Nondiscrimination Statement.** Friends of State Parks, Inc does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin(ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Friends of the Hammocks and Bear Island, Inc. is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

Section 8. **Whistle Blower Statement.** If any employee, volunteer, board or committee member reasonably believes that some policy, practice, or activity of Friends of the Hammocks and Bear Island, Inc. is in violation of law, a written complaint may be filed by that employee, volunteer, board or committee member with the Chief Executive Officer.

It is the intent of Friends of the Hammocks and Bear Island, Inc. to adhere to all laws and

regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all employees, volunteers, board or committee members is necessary to achieving compliance with various laws and regulations.

An employee, volunteer, board or committee member is protected from retaliation only if the employee, volunteer, board or committee member brings the alleged unlawful activity, policy, or practice to the attention of Friends of the Hammocks and Bear Island, Inc. and provides Friends of the Hammocks and Bear Island, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to employees, volunteers, board or committee members that comply with this requirement. Friends of the Hammocks and Bear Island, Inc. will not retaliate against an employee, volunteer, board or committee member who, in good faith, has made a protest or raised a complaint against some practice of Friends of the Hammocks and Bear Island, Inc., or of another individual or entity with whom Friends of the Hammocks and Bear Island, Inc. had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

Friends of the Hammocks and Bear Island, Inc. will not retaliate against an employee, volunteer, board or committee member who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of Friends of the Hammocks and Bear Island, Inc. that the employee, volunteer, board or committee member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

ARTICLE VII. Dissolution and Distribution of Assets

Section 1. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation in compliance with Article 7 of Chapter 55A of the North Carolina General Statutes and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine, any assets not so disposed of shall be deposited in the Office of the Clerk of Superior Court, of Wake County, State of North Carolina, to be distributed by him exclusively for such purposes or to such organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Approved at the general membership meeting on May 2, 2015