

Bylaws of the Friends of Wild River State Park

Incorporated: Dec. 1, 1992

Current amendments, updates and revisions: Aug. 9, 2018

Versions since 2013:

- Dec. 13, 2013: major changes to existing copy dated 2011
- April 26, 2018: electing new directors mid-year -- see Article III, Section 1, c



Article I Name, Mission and Purpose

Section 1. Name: The name of this 501(c)(3) nonprofit corporation is
Friends of Wild River State Park, Inc.

Section 2. Mission: The mission of this corporation is:

Friends of Wild River State Park is a community organization devoted to preserving and enhancing the experience of Wild River State Park. Through various activities and efforts we seek to sustain the natural beauty and ecology of the park, support interpretive and environmental education programs of the park, augment the work of the park staff through recommendations for activities and improvements and increase local interest and utilization of park facilities.

Section 3. Purpose: This corporation is organized to support, assist, and promote Wild River State Park in its function of protecting the area's environment, natural and historic significance, wildlife, and its enjoyment and appreciation by all visitors. In order to accomplish this purpose, the corporation has the following objectives:

- To increase the local communities' involvement in the park.
- To support and assist in a variety of ways the interpretive and environmental education programs of the park.
- To function as an advisory group for the Department of Natural Resources staff of Wild River State Park.
- To distribute or sell promotional materials at Friends events.
- To provide financial support to the park for the furtherance of its interpretive programs, facilities, and resources.
- To provide support for the mission of the Division of Parks and Recreation in protecting and enhancing the natural, cultural, and recreational resources of our state park system.

Article II Membership

Section 1. Classes of membership: There shall be three general classes of membership in this corporation:

- Adult membership:** Any person 18 years of age or older, of good character and dedicated to the purposes to the purposes of this organization shall be eligible for regular membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may be established by the Board. Several levels of dues amounts can be set by the Board and are paid on a yearly basis and can begin on any date. The treasurer and

communications officer of the Friends Board will keep an accurate record of current membership. A regular adult member is entitled to one vote at a membership meeting

- b. Youth membership: Any person under the age of 13 shall be eligible. The purpose for this class is to get younger children exposed to and interested in the park and outdoors activity in general. The Board will provide special incentives and programs as deemed appropriate. Youth members pay minimal yearly dues but are not eligible to vote.
- c. Honorary membership: Any person eligible to be a regular member shall be eligible to be an honorary (also known as “permanent”) member by resolution of the Board of Directors. An honorary member pays no dues or initiation fees and is not eligible to vote.

Section 2. Opportunities: All members, of all classes, shall be eligible to receive all annual or other reports of the corporation and all members may attend the annual or other meetings of the corporation. Regular and family members may become officers or directors of the corporation and vote in any election or on any matter submitted to the membership for a vote.

Section 3. Removal: Any member may be removed from membership upon good cause and by unanimous vote of the Board of Directors.

Article III Organization and Administration

Section 1. Board of Directors: Number, length of term and general policies:

- a. The Board of Directors named in the Articles of Incorporation shall constitute the initial Board of Directors.
- b. It shall consist of five to twenty directors elected from the voting membership of the corporation, each serving staggered 3 year terms.
- c. At each annual meeting directors shall be elected to succeed those directors whose terms will be next expiring. Each director thereafter shall take office on April 1st following his or her election and shall serve for three years, or until a successor shall be elected or appointed. New directors may also be added anytime during the year if nominated and approved at an in-person Board meeting as described in Article IV, section 2. This new director’s term will expire on April 1st during year 3.
- d. The Board of Directors shall formulate all the operational policies of the corporation and shall coordinate its activities through the park liaison and a business manager if one is employed. The powers of the Board shall be limited only by law, the Articles of Incorporation, these bylaws, and the policies of the Department of Natural Resources.
The park liaison shall be the Park Manager or such other Wild River State Park representative as the Park Manager shall appoint to this position. The term of office shall be until replaced by the Park Manager. The park liaison will work in coordination with the Board and shall serve as the Department of Natural Resources representative and shall advise the Board on all program needs. The park liaison shall meet with the Board, but shall have no vote on actions taken by the Board. The park liaison shall act as an advisor on all publications activities. The park liaison shall not sign checks or legal contracts as a representative of the corporation.

Section 2. Officers: At its first meeting after newly-elected directors take office, the Board of Directors shall elect the following officers, all of whom shall serve 2 years without compensation:

- a. **President:** The president shall be a member of the Board of Directors and shall preside at meetings of the Board and the membership. Unless otherwise expressly delegated, he/she shall:
 1. have general active management of the affairs of the Association;
 2. when present, preside at meetings of the Board and of the members;
 3. see that orders and resolutions of the Board are carried into effect.
- b. **Vice-president:** The vice-president shall be a member of the Board of Directors and shall preside in the absence of the president. He/she will serve the same 2-year term as the President, and will succeed the President following this single 2-year term (4-year commitment required).
- c. **Secretary:** The secretary shall be a member of the Board of Directors and shall safely and systematically keep minutes (or make arrangements for minutes to be recorded) of all meetings of the Board and of the membership.
- d. **Treasurer:** The treasurer shall be a member of the Board of Directors and shall not be an employee of the Department of Natural Resources. The treasurer shall administer the finances of the corporation and supervise the keeping of the corporation's financial records. The treasurer shall submit an annual financial statement to the Board for presentation and approval at the annual meeting.
- e. **Communications Officer:** The communications officer shall be a member of the Board of Directors and is responsible for the coordination of all internal and external communications of the organization in conformance with the directives of the Board.

Section 3. Vacancies: Vacancies on the Board of Directors shall be filled by selection and appointment by a majority of the remaining directors.

Section 4. Removal of Directors: Directors are expected to attend all meetings of the Board. Three absences in one year may be cause for removal from the Board.

Section 5. Board Meetings and Quorum: The President of the Board of Directors may call a meeting of the Board of Directors. A quorum of the Board of Directors, necessary for voting, shall be calculated as at least 50% of the total currently elected directors (rounded up if necessary) and must include either the president or vice-president.

Section 6. Business Agent: A business manager may be appointed as a volunteer or hired by and serve at the pleasure of the Board of Directors.

Section 7. Other committees: The Board of directors may act by and through such additional committees as it may specify.

Article IV Meetings

Section 1. Annual Meeting: The corporation shall hold an annual meeting open to all members and in an appropriate place during the month of March. The agenda will be set, organized and the meeting run by the president. Notice of the time and place of such meeting and its agenda shall be given by US mail or by substantially effective electronic means to all members of the corporation. Other general membership meetings may be called by the Board of Directors as needed and if approved at a Board meeting.

Section 2. Conduct: All meetings shall be conducted according to Roberts Rules of Order, newly revised, as needed or when requested. Only voting members may vote, either in person or by a previously approved and established electronic connection, on the election of directors or other motions made at meetings.

There can be two types of meetings of the Board of Directors:

- a. In-person: Held at an appropriate location. The president (or vice-president in his/her absence) shall conduct these meetings. This is the preferred option for board meetings.
- b. Through email: The following procedure shall be followed in the event an issue requires a decision to be made by the Board of Directors before the next scheduled in-person meeting.
 1. Any Board member may start this process by sending an email to all directors. The issue should be clearly written and be accompanied by a clear and concise argument on its behalf, including the consequences involved.
 2. Other Board members will then contribute arguments in behalf of or in opposition to the issue, keeping all comments within the same email thread/subject.
 3. Once all discussion has been completed, a formal motion will be made by the originator if still desired. It will start with the phrase "I make the motion to..." in order to make it clear that voting by email will follow on this exact topic. The president will then ask for a board member to 'second' the motion.
 4. Shortly after the motion has been seconded, the president will re-state the motion and ask if there is any further discussion. If there is, the motion may have to be rewritten, re-seconded, and this step is repeated. Once all discussion has ended (as determined by the president) the motion shall be declared open to voting by the president.
 5. Members can reply by email and vote Yes, No or can abstain. A member who does not vote will be considered an abstention which is not included in the total vote count. The standard rules for a quorum will apply (see Article III, Section 5).
 6. The period during which votes will be solicited shall be 96 hours from when the motion is declared open in step 4 above, or when everyone has voted, whichever occurs first.
 7. At the end of the above period, the voting shall be declared closed by the president, and the Friends secretary shall report the tally.
 8. The secretary shall record the motion and the votes in the minutes of the subsequent Board meeting. A copy of all the email discussion that occurred (or a summary if more efficient) should also be included in these minutes.

Section 3. Annual meeting business: At the annual meeting, there shall be presented the annual report of the corporation's activities and its plans for the future. The treasurer shall present a financial report. Directors shall be elected at the annual meeting in accordance with Article III, Section 1 of these bylaws. Nominations for such positions shall have been made by the president on behalf of the Board of Directors and included in the notice of the annual meeting. Other nominations may be made from the floor at the meeting. Those nominees receiving the highest number of valid votes cast will be elected; a tie vote will be broken by the president.

Article V

Property, Funds and Assets

Section 1. Expenditures: All property, funds, and assets of any nature received or acquired by the corporation shall be taken, held, disposed of, and expended in the following manner:

- a. All monies or other assets received from membership fees and the sale of promotional materials, or derived in any manner from the business operations of the corporation, shall be deposited in an operations fund and shall be used for the support of Wild River State Park and its missions and activities and for other miscellaneous expenses incurred by the corporation in the usual course of business.
- b. Money or other assets received by donations for specific purposes shall be expended only for the purposes specified by the donor

Section 2. Financial institutions: The corporation shall maintain all funds in any bank or savings and loan association whose deposits are insured by an agency of the United States. The Board of Directors shall determine the financial institutions used for this purpose. All checks drawn from checking accounts and withdrawals from saving accounts shall require two signatures but with different options depending on the dollar amount:

- a. Greater than \$400: two actual physical signatures on the check from the treasurer, president, or vice-president.
- b. \$400 or less: same as above, or one physical signature on the check from the treasurer and written approval via email or US mail from the president or vice-president.

Section 3. Compensation: No income or assets of the corporation shall be distributable to its directors or officers. Reasonable compensation or wages may be established for services rendered or work performed by employees of the corporation. Reimbursement claimed for justified out-of-pocket expenses is expected to occur.

Section 4. Audit: A financial audit of the corporation shall be performed at least once every five years.

Article VI Miscellaneous

Section 1. Place of business: The principal place of business of the Friends of Wild River State Park, Inc. shall be in Wild River State Park, near Almelund, Minnesota.

Section 2. Corporate seal: The Board of Directors may adopt a corporate seal as it sees fit.

Article VII Amendment of Bylaws

Section 1. Amend and repeal: The power to repeal or amend these bylaws and to adopt additional bylaws is hereby delegated to the Board of Directors, and may be executed at any meeting of the Board provided that proper notice has first been given to the individual directors by US mail or by substantially effective electronic means at least one week before the meeting. Such action must be executed by a three-fourths vote of the directors present.

Article VIII Dissolution

Section 1. Transfer of assets: In the event of the dissolution of the Friends of Wild River State Park, Inc. or any change to the bylaws which allows engagement in activities not directly related to the missions and activities of Wild River State Park, all net assets shall be transferred to the Wild River State Park gift and donation account. Any portion of funds donated for specific purposes at Wild River State Park will be so designated to the extent possible.