

THE FRIENDS OF MEADOW CREEK PARK BYLAWS

ARTICLE I – NAME

Section 1. The name of this organization shall be The Friends of Meadow Creek Park, hereinafter referred to as the Association (“Association”).

Section 2. The headquarters of this Association is located at the 1 Depot Street, Monterey, TN.

ARTICLE II – PURPOSE

Section 1. The purpose of this Association shall be to maintain an organization of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of the natural, educational and cultural facilities at Meadow Creek Park, and to cooperate, when appropriate, with other groups to improve the natural, educational, and cultural activities of the community.

Section 2. This association shall work in conjunction with the elected officials and staff of the town of Monterey to achieve these ends, to acquaint the community with the needs of the park, and to help improve their facilities.

Section 3. The association shall operate in full compliance with IRS Code Section 501 (c) (3) and any applicable provisions of the Tennessee **Nonprofit** Corporation Act, T.C.A. § 48-51-101. et seq. (the "Act"), once or if incorporated as a non-profit.

ARTICLE III – MEMBERSHIP

Section 1. Any person or organization who supports the purposes of the Association may become a member of the Association by the payment of annual dues in effect at the time. Members are known as “Friends”.

Section 2. Annual membership dues will be \$50.00.

Section 3. The dues schedule shall be approved by vote of the Association at its annual meeting.

Section 4. Each member (Friend) and organizational representative shall be entitled to cast one vote on all matters which come before a meeting of the Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The management of the Association shall be vested in a board of directors (“the board”) consisting of at least 5 but not more than 10 members, including the officers. An immediate past president continues to serve on the board an additional year. And a City Alderman serves as an ex officio officer of the board of directors.

Section 2. The management as defined in Article IV, Section 1 will serve as the Executive Planning Team to determine and oversee projects and programs that will increase fundraising

for the association as well as provide public awareness about the importance of the park and of the Friends.

Section 2. The term of directors is three consecutive years. They are eligible for reelection for one additional term and then must wait one year before being considered for a new term.

Section 3. One-third of the directors shall be elected by the Association each year at the annual meeting to replace those directors whose terms are expiring in that year.

Section 4. The officers of the Association shall be a president, vice president, treasurer, secretary, each being a board member. Elected officials are not eligible to be officers of the association, but can serve as members or ex officio officers.

Section 5. The term of the president, vice president and other officers is one year; however, they may continue to serve, if reelected, for an additional term.

Section 6. The president shall appoint a nominating committee chairperson who shall be either a director or a Friend from the general membership. He/she shall appoint at least three Friends to serve on this committee. Included in the committee must be a member from the preceding year. The committee shall present a slate of nominees for election as officers and directors at the annual meeting of the Association. Election requires a majority vote by those present.

Section 7. When a vacancy occurs among the officers, the nominating committee shall present for nomination one or more names of current Friends to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 8. Vacancies among the directors may be left open until the next annual meeting, or may be filled at any regular board meeting by a vote of the majority. Directors so elected serve until the next annual meeting, when they could stand for election to a full term as outlined in Section 3 above.

Section 9. Removal Procedure. A board member or officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least two weeks prior to the meeting.

ARTICLE V – DUTIES OF THE OFFICERS

Section 1. The president shall preside at all meetings of the Association and of the board and appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The president is an ex officio member of all committees, except the nominating committee. The president is also responsible for the signing of checks.

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president with the exception of the duty of signing checks during such absence or disability.

Section 3. The treasurer shall be responsible for handling all monies of the Association and shall keep appropriate and accurate records. Any check or disbursement must be signed by the president, except in the event of the disability of the president, the treasurer shall be responsible

for signing checks. A financial report shall be presented at all meetings of the board and at the annual meeting of the Association.

Section 4. The secretary shall keep a record of all meetings of the board and of the Association. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the secretary shall provide a complete set of the official minutes to the Friends Office for long-term retention.

5. A City Alderman will serve as an ex officio officer of the board. This board member will be appointed by a unanimous vote by the Monterey City Council and will be the liaison between the Association and the Town of Monterey.

6. Monterey's Cultural Administrator will serve as an Consulting Member of the board and will be the liaison between the Association, other community organizations, town employees and the city council.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. An executive committee shall consist of the officers and the immediate past president and shall meet at the discretion of the president between meetings of the board of directors. Recommendations made by the committee shall be submitted to the board for approval at its next meeting.

Section 2. ARTICLE VII – EXECUTIVE LEADERSHIP TEAM

The executive leadership team shall be comprised of the board of directors. See Article IV, Section 2 above. The management team will meet quarterly to develop programs and projects that will increase fundraising as well as the visibility of the park and the Friends. The Executive Leadership Team will determine and assign task forces to implement these programs and projects and will oversee their accomplishment.

ARTICLE VII – MEETINGS

Section 1. The annual meeting of the Association shall be held once a year, at a time and place determined by the board. Ten (10) members shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof.

Section 2. Special meetings of the association may be called by the president or the board or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all association members.

Section 3. Regular meetings of the board of directors shall take place at least four times a year. Four (4) board members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notices shall be sent to board members at least one week before the meeting. Special board meetings may be called by the president with at least forty-eight hours notice to board members.

ARTICLE VIII – FISCAL PERIOD

Section 1. The fiscal year of the association shall start on July 1 and end on June 30.

ARTICLE IX – CONFLICT OF INTEREST

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, 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 of the association. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the Association provided that the meeting notice contains specific notice of Intention and that a summary of proposed change/changes is included.

ARTICLE X – PARLIMENTARY PROCEDURE

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Monterey Historical Depot Society.

Monterey Mayor Bill Wiggins

Date

Monterey Building and Grounds Committee Chairperson
Dale Welch