

## BY-LAWS

### FRIENDS OF CAESAR CREEK

MARCH 24,1999

## ARTICLE I

### MEMBERSHIP

- Section 1. Qualifications Membership in the Association shall be open to all persons interested in furthering natural and cultural history and heritage of Caesar Creek Lake Region.
- Section 2. Application All applications for membership shall be made in writing and include payment of the appropriate dues. The application shall constitute an agreement to adhere to all rules, regulations and by-laws of the Association.
- Section 3. Types The following class of membership will be available.
- a) Individual Shall be conferred by the Board of Directors upon interested persons who contribute \$10.00 annually to the financial support of the Association.
  - b) Sustaining Shall be conferred upon any person, firm or organization which contributes \$25.00 annually to the financial support of the Association.
  - c) Patron Shall be conferred upon any person , firm or organization which shall contribute \$100.00 or more annually to the financial support of the Association.
  - d) Donor Shall be conferred upon any person, firm or organization which shall contribute \$250.00 or more to the financial support of the Association. In recognition of the contribution, a suitable plaque shall be presented to the donor.
  - e) Honorary Shall be conferred upon the majority vote of the Board of Directors to a person whose services to the Association merit such recognition. No financial dues shall be levied for this form of membership.
- Section 4. Transferability Membership in the Association shall not be transferable.
- Section 5. Payment In all but initial applications for membership, memberships shall be payable in full upon the receipt of an Association statement in January of each year. In those cases where the annual amount exceeds \$25.00, provision can be made with the Treasurer for payment in semi-annual installments during January and July of that year.
- Section 6. Delinquency If any member shall neglect or refuse to pay membership dues or other indebtedness within ninety (90) days after notification, the Board of Directors shall drop such name from the membership rolls unless they should determine the matter needs special consideration or treatment. Such suspension shall not extinguish the liability for payment owed to the date of such suspension.
- Section 7. Resignation All resignations must be made in writing to the Secretary of the Association. No acceptance shall be made until all indebtedness is cleared.
- Section 8. Expulsion By a two-thirds (2/3) vote of the Board of Directors, any member may be expelled for any occurrence or behavior injurious to the good order, business or welfare of the Association. Notification of Expulsion must be given to the accused at least ten (10) days prior to the time the Board of Directors meets to consider the matter, thus giving the accused an opportunity to be heard and an opportunity to be represented at this Board meeting to discuss and act upon his/her expulsion.
- Section 9. Voting Each member of the Association in good standing, regardless of the type of membership, shall be entitled to one vote in the elections or at any meeting of the members.

## ARTICLE II ORGANIZATION

- Section 1. Government The government of the Association shall be vested in a Board of

Directors elected from the general membership who shall have control over the general direction of its affairs.

Section 2. Officers The officers shall consist of a President, Vice-President, Secretary and Treasurer.

Section 3. Executive Committee The Executive Committee shall consist of the President (who shall be its chairman), Vice-President, Secretary and Treasurer. It shall act upon call of the President for the Board of Directors between regular meetings or in the absence of a quorum. It shall have all the powers of the Board of Directors except the power to fill vacancies on the Board.

### ARTICLE III ELECTIONS

Section 1. Terms of Office The Board of Directors shall consist of nine (9) members. After the initial election, terms shall be for three (3) years, with three (3) members to be elected every year. Only two (2) three year terms may be served in succession.

Section 2. Eligibility Any member in good standing shall be eligible to hold an elective office.

Section 3. Selection of Directors At the January Board of Directors meeting, the President shall designate five (5) members in good standing to constitute a Nominating Committee.

Section 4. Petition Additional names of candidates for the Board of Directors may be submitted by a petition bearing the genuine signatures of at least five (5) qualified members of the Association. Such petition to be filed with Nominating Committee by March 20. Legality of the petition (s) shall be determined by the Nominating Committee and their consideration shall be final.

Section 5. Determination

a) If no petition is filed, the nominations shall be closed and candidates declared elected at the regular December Board of Directors meeting.

b) If a legal petition is presented, the names of all candidates shall be arranged in alphabetical order on a ballot with identification made as to the candidates nominated by the Nominating Committee.

Instructions to vote for only the number of vacant positions of fewer shall be included. Ballots shall be mailed before April 1 and must be returned before the end of thirty (30) calendar days.

Section 6. Election Committee In the event of an election, the President shall appoint an Election Committee composed of three (3) Directors whose term do not expire at the end of the current year. It shall be their responsibility to see that the election of the directors is carried out according to the terms of these by-laws; that adequate tellers are available; that all eligible members votes are properly tallied and canvassed and; to declare the true results by written report to the Nominating Committee. This report shall be adopted at the regular April Board of Directors meeting and the winning candidates declared elected.

Section 7. Vacancies Vacancy on the Board of Directors or among the officers shall be filled by majority vote of the Board of Directors. Such person to serve until the next election when such position shall be filled according to election provisions noted above.

Section 8. Removal Any officer, committee chairman or committee member may be removed from office for cause upon affirmative vote of a majority of the Board of Directors after opportunity for a hearing.

### ARTICLE IV COMMITTEES

Section 1. The following committees shall have a Chairman appointed annually by the President with the approval of the Board of Directors. The Chairman shall appoint such other members to the committee deemed necessary to carry out its work.

- a) Membership Committee This committee shall be responsible for: developing and carrying out programs aimed at the expansion of the Association's membership; taking action upon all the applications for membership and; providing to the Recording Secretary the proper records indicating the date of membership and to the Treasurer, appropriate membership dues.
- b) Publications Committee This committee shall be responsible for: preparing, editing and distributing an Association newsletter or journal to all members on a regular basis. Such newsletter or journal to contain informative items relating to and keeping within the purposes of the Association.
- c) Program Committee This committee shall be responsible for: planning, securing and preparing programs, entertainment and other activities for general membership meetings and other events which the Board of Directors may deem desirable.
- d) Other Committees The President, subject to approval of the Board of Directors, or the Board of Directors should the President refuse to act, may appoint such other committees and chairmen as may be deemed necessary or essential.
- e) Executive Committee See Article II, Section 3.
- f) Nominating Committee See Article III, Section 3.
- g) Election Committee See Article III, Section 6.

## ARTICLE V MEETINGS

- Section 1. Annual Meeting The Annual Meeting of the Association shall be held during the month of January at which time annual reports of officers will be presented and the President and Directors elected shall take office.
- Section 2. Membership Meetings General membership meetings shall be held at a time and date designated by the Board of Directors. Monthly meetings should ideally alternate between Association business and planned programs as to their purpose.
- Section 3. Board of Directors Meetings The Board of Directors shall meet at least six (6) times per year.
- Section 4. Special Meetings Special meetings of the members of the Association or of the Board of Directors may be called by the President, a majority of the Board of Directors or by written request of at least 25% of the total membership or five (5) members whichever is fewer.
- Section 5. Notice Written notice of meetings under these by-laws shall be given by the Secretary prior to the date of such meeting stating date, time, place and purpose as follows:
  - a) Annual or General Membership meetings: Seven (7) days
  - b) Board of Directors or Committees meetings: Twenty-four (24) hours.
- Section 6. Quorum
  - a) One-third (1/3) of the members of the Board of Directors shall constitute a quorum.
  - b) Twenty per cent (20%) of the members of any committee of four (4) members, whichever is less, shall constitute a quorum.
  - c) At all regular or special meetings of the members, ten per cent (10%) if the active members, but not less than five (5), shall constitute a quorum for the transaction of all business.
- Section 7. Parliamentary Procedure Except where herein proved, all Association business shall be conducted according to Roberts Rules of Order.

## ARTICLE VI POWERS AND DUTIES

- Section 1. Board of Directors In addition to the power conferred upon the Board of Directors elsewhere in these by-laws, the Board shall have general charge of the business affairs and policy of the Association. It shall control and manage any property of the Association, the appropriation of its funds and authorize the making of any contracts and purchases.
- Section 2. President The President shall preside at all meetings of the Board of Directors and at all general meetings of the members. He/she shall appoint with the approval of the Board of Directors, all committee chairmen. He/she shall carry on the ] day-to-day business of the Association and advise such action deemed likely to increase the usefulness of the Association.
- Section 3. Vice-President In the absence of or inability of the President to perform his duties, the Vice-President shall assume this role.
- Section 4. Treasurer The treasurer shall: present an annual report and such further financial reports as requested by the Board of Directors; receive, record and deposit all receipts and prepare proper accounting records which shall be open for inspection and examination by the Board of Directors or any committee of members appointed for that purpose; in the absence of or inability of the President or Vice-President to perform their duties, he shall assume said role; transmit to his/her successor in office all monies, records and official Association effects of this position.
- If for any reason, the Treasurer is unable to perform his/her duties at any time, the Board of Directors may designate one of their number to perform these duties until such time as the Treasurer is able to act.
- All monies of the Association shall be deposited on a timely basis by the Treasurer in such bank or banks or other depositories designated by the Board of Directors and shall be by due resolution of the Board of Directors.
- Section 5. Secretary The Secretary shall: keep an accurate record of the minutes of all minutes of all meetings of the members and the Board of Directors; provide notice of meeting; record and issue all certificates of membership and; transmit to his/her successor all records and Association effects of this position.
- Section 6. Committee Chairman Committee chairmen shall: preside at all meetings of the committee to which he/she is appointed or provide for a chairman pro-tem in the event he/she is unable to be in attendance; provide for an accurate written account of committee business to be presented to the President prior to the next following meeting of the Board of Directors and; present, in person, committee recommendations to the Board of Directors when necessary or requested (all reports, acts or findings of committees or any of its component parts shall be approved by the Board of Directors before becoming the action or expression of the Association).

## AMENDMENTS ARTICLE VII (Amendments)

These By-laws may be amended, revised, suspended or repealed by the Board of Directors, subject to approval by the membership at the next regular meeting of the Association.

## ARTICLE VIII (Amendments)

- Section 1. Said Organization is organized exclusively for charitable, religious, educational, scientific purposes, including, for such purposes, the making of distributions to organizations qualify as exempt organizations under section of any future federal tax code.
- Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except the organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organizations 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 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, 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 codes.

- Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said, Courts shall determine, which organized and operated exclusively for such purpose.
- Section 4. Article VI, section 5, has been modified to make the Secretary responsible for providing notice of the meeting.
- Section 5. Article III, section 1, has been changed from 5 members being elected each year to 3 members.
- Section 6. Article III, section 5, states that all ballots must be returned within 7 calendar days. This period of time has been extended to 30 calendar days.

ARTICLE VIII (Amendment) is adopted by the governing body of Friends of Caesar Creek on May 27, 1990.

Tom Johnson, President  
Jill Holl, Secretary

ARTICLE VIII sections 4,5,6 is adopted by the governing body of Friends of Caesar Creek on March 24, 1991.

Tom Johnson, President