

Draft

**BYLAWS
OF
FRIENDS OF DALE HOLLOW LAKE, INC.
(hereinafter called the Corporation)**

**ARTICLE I
PURPOSE OF ORGANIZATION**

- Section 1.** The purpose of this Corporation is to be a cooperative association with the U.S. Army Corps of Engineers and to provide coordination, communication, promotion and development of activities by the resource managers' office of Dale Hollow Lake. This Corporation shall operate solely as a non-profit enterprise so that no part of its net earnings or assets shall be distributed as a dividend or inure to the benefit of any member. The activities of the Corporation shall in no way discriminate against anyone on the grounds of race, religion, creed, national origin, gender, age, or handicap. The purpose of this Corporation shall include all purposes and activities which are lawful for a non-profit 501 (c)(3) organization to pursue or enter into under the laws of the State of Tennessee and the United States of America.

**ARTICLE II
PRINCIPAL OFFICE**

- Section 1.** **Offices** - The address of the principal office of the Corporation in the State of Tennessee, County of Clay, shall be Friends of Dale Hollow Lake, Inc., c/o Wilma's Restaurant, East Lake Avenue, Celina, Tennessee 38551.

**ARTICLE III
MEMBERSHIP**

- Section 1.** Membership in this Corporation will be open to all citizens, organizations, governmental bodies, businesses, industries, and professions that subscribe to the purposes of this organization and the payment of the appropriate membership fee.
- Section 2.** **Types of Memberships**
Charter Membership - those joining the Friends of Dale Hollow Lake, Inc. during its formation period of September 1993 to January 1, 1994 will be classified as Charter Members and will be recognized as such for the duration of this organization (the fee for this category will be set by the Incorporators.)

Individual Regular Member - Individuals may join upon payment of the fee set by the Board of Directors.

Family Regular Member - Families may join upon payment of the fee set by the Board of Directors.

Sustaining Members - Sustaining members of this Corporation will include any individual, agency, authority, organization, governmental body, business, industry and professional organization that pays the sustaining membership fee that is set by the Board of Directors.

Section 3. Voting and Non-Voting Members

All members of this Corporation: charter, individual, family and sustaining members, shall have a right to vote at all regular and annual meetings of the Corporation, except that U.S. Army Corps of Engineers personnel may not serve as voting members of the Board of Directors; nor serve as Treasurer of the Corporation; nor act as the official representative of this Corporation in any matter with the U.S. Army Corps of Engineers.

**ARTICLE IV
OFFICERS - BOARD OF DIRECTORS**

Section 1. The officers of the Corporation shall be: a Chairman, Vice Chairman, Secretary and Treasurer, who shall be members of the Board of Directors. Their terms of office shall be for a period of one year. They shall hold office until their successors are duly elected and qualified. The officers may succeed themselves.

Section 2. The duties, powers and responsibilities of the officers shall be:

- (a) **Chairman** - The Chairman shall preside at all meetings of the Corporation and shall sign all obligations of the Corporation, contracts, and instruments as authorized by the Board of Directors. He shall perform all duties incumbent upon such officer, including making an annual report to the membership. The Chairman is empowered to appoint any committees needed for the efficient operation of the Corporation.
- (b) **Vice Chairman** - The Vice Chairman shall preside at all meetings in the absence of the Chairman and perform all duties assigned to him by the Board of Directors.
- (c) **Treasurer** - The Treasurer shall receive and have custody of all monies and securities of the Corporation and perform all duties as may be assigned by the Board of Directors. The Treasurer shall provide a financial report to the membership and Board of Directors at their meetings. He shall deposit all funds to the credit of the Corporation in such banks as the Board of Directors shall direct. He shall disburse the same under the direction of the Board of Directors. He shall keep regular books and full accounting, showing all receipts and disbursements, which books and accounts shall be open at all times to inspection of the Board of Directors. The Board of Directors may require a bond as evidence of faithful performance of his duties.

- (d) **Secretary** - The duties of the Secretary shall include the recording of all transactions and meetings of the Corporation. The Secretary shall have the custody of the books of the Corporation, shall give the necessary notices of all meetings, and keep and return the proceedings of all meetings. He/she shall perform any other duties assigned by the Board of Directors.

Section 3. The officers and board members of the Corporation shall serve without salary consideration; but may be reimbursed for travel and expenses if approved by the Board of Directors.

Section 4. Board of Directors - The affairs of the Corporation shall be managed by a Board of Directors under the provisions of the Tennessee General Corporation Act. All the powers of the Corporation shall be vested in said Board. However, the original ten (10) Incorporators of the Corporation shall serve as the Board of Directors until a general membership meeting is held and a new Board of Directors is elected.

The number of board members will be eight (8) including the four offices of the Corporation. The Chairman, Vice Chairman, Secretary and Treasurer will serve as board members with four (4) additional board members to be elected at the annual meeting of the Corporation. The Corps of Engineers Corporation Coordinator will serve as a member of the Board of Directors within the powers outlined in section 5.

Section 5. The Corps of Engineers Corporation Coordinator shall be appointed by the Corps of Engineers Natural Resources Manager with the concurrence of the Board of Directors. The term of office shall be until replaced by the Corps of Engineers Natural Resource Manager. The Corps of Engineers Corporation Coordinator shall serve as the Corps of Engineers representative to the Board of Directors and shall advise the board on all Corps interpretive program needs. The Corps of Engineers Corporation Coordinator shall supervise the day-to-day business activities of the Corporation and submit to the board such reports of its affairs as may be requested and submit an annual report to the Board of Directors at the annual meeting each year. The Corps of Engineers Corporation Coordinator shall serve as the editor of all the Corporation's publications and shall act as advisor on all publications activities. In keeping with the Cooperative Agreement between the Corporation and the Corps of Engineers, the Corps of Engineers Corporation Coordinator shall not sign checks or legal contracts as a representative of the Corporation. The Corps of Engineers Corporation Coordinator shall meet with the Board of Directors, but shall have no vote on actions taken by the board that concern the Corps of Engineer site or the Corps of Engineers as a whole.

Section 6. Vacancies - Any vacancy which may occur during the term of office of an officer, or board member shall be filled by the Board of Directors. This person will serve the remainder of the unexpired term or until the next annual membership meeting.

ARTICLE V MEETINGS

Section 1. Annual Membership Meeting - The Corporation shall have an annual membership

meeting in January of each year. The annual meeting will be advertised and members of record will be notified at least two (2) weeks in advance of the time, date, and place of the annual meeting. The officers and Board of Directors will provide an annual report showing the financial status and accomplishments of the Corporation. The membership will elect officers and board members for the next fiscal year at the annual meeting. All officers and board members shall be members in good standing of the Corporation.

Section 2. Board of Directors Meetings - The Board of Directors will meet at least monthly throughout the fiscal year. The Chairman may call a meeting at any time provided at least seven (7) days notice of the date, time, and location has been given to all members of the Board of Directors, including the Corps of Engineers Corporation Coordinator.

Section 3. Voting - All voting must be done by the members and no proxy voting will be allowed.

Section 4. Quorum - At any meeting of the regular membership or Board of Directors, a majority shall constitute a quorum and a majority of the quorum may act. A quorum for the annual membership meeting will be constituted by the members present.

ARTICLE VI MEMBERSHIP DUES

Section 1. The Board of Directors are empowered to establish annual membership dues. Membership dues may be different for each classification of membership.

ARTICLE VII FISCAL YEAR

Section 1. The books of the Corporation shall be kept on a fiscal year basis beginning on the first day of January and ending on the thirty-first day of December each year.

ARTICLE VIII COOPERATIVE AGREEMENT

Section 1. A "Cooperative Agreement" is an agreement between the Friends of Dale Hollow Lake, Inc. and the U.S. Army Corps of Engineers defining the functions and responsibilities of each party to the Agreement. This agreement will be developed and officially approved and signed by each party after the Corporation has received 501 (c)(3) status by the U.S. Internal Revenue Service.

ARTICLE IX PROPERTY, FUNDS, AND ASSETS

Section 1. All property, funds, and assets of any nature received or acquired by the Corporation shall be taken, held, disposed of and expended in a manner hereinafter provided:

All monies received from membership fees and the sale of publications, or derived in any manner from the business operations of the Corporation, shall be deposited in the operations fund and shall be used for the publication of technical and popular publications and the development of the visitor centers, exhibits, for the purchase of sales publications, stationery, miscellaneous supplies and equipment, traveling expenses, secretarial employment, and other miscellaneous expenses incurred by the Corporation in the usual course of business.

Monies received by donations for specific operating purposes shall be expended only for the purposes specified by the donor.

ARTICLE X MISCELLANEOUS

Section 1. 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 for checking accounts and withdrawals from savings accounts shall require the signature of the Treasurer and one (1) other officer.

Section 2. The board may adopt a corporate seal as it sees fit.

ARTICLE XI AMENDMENT OF BYLAWS

Section 1. Power to repeal or amend these Bylaws and to adopt additional Bylaws is hereby delegated to the Board of Directors, and may be executed in any meeting of the Board of Directors, provided that proper notice has first been given to the individual directors by mail at least one week prior to the meeting. Such action must be executed by a unanimous vote of the directors present.

ARTICLE XII DISSOLUTION

Section 1. In the event of dissolution of the Corporation, the Board of Directors will decide the disposition of the net assets of the Corporation and the procedure used to dispose of them.

ADOPTED this _____ day of _____, 199_____.

Witness: _____

Chairman

Witness: _____

Secretary