

BY-LAWS
FRIENDS OF CHIMNEY ROCK STATE PARK

ARTICLE I

Section 1. Name: The organization shall be known as Friends of Chimney Rock State Park. Friends of Chimney Rock State Park are an educational, charitable, non-political and not-for-profit corporation organized under the laws of North Carolina.

Section 2. Purpose: Friends of Chimney Rock State Park is organized for charitable, environmental and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and applicable regulations. Solely in furtherance of such charitable, environmental and educational purposes, Friends of Chimney Rock State Park shall be empowered to solicit, receive and expend contributions, gifts, legacies and grants, from all sources by such means as publications, exhibits, lectures, workshops, and seminars; and to conduct such other activities as may advance the mission and purposes of Friends of Chimney Rock State Park.

ARTICLE II

MEMBERS:

Section 1. The corporation shall have members: The qualifications for membership shall be set out by the Board of Directors.

Section 2. Eligibility and Applications. Any organization or individual who is interested in the charitable, environmental and educational purposes of the Friends of Chimney Rock State Park are eligible for support and membership of the Friends of Chimney Rock State Park.

Section 3. Voting. Only organizations or individual who have made support contributions to Friends of Chimney Rock State Park shall be allowed to vote on any matter subject to a membership vote. One vote per organization, family or individual is permitted. The organization's representative and/or individual must be present to vote.

Section 4. Withdrawal of support. Any annual or sustaining contributor or supporter may discontinue support by a letter; provided, however, that such withdrawal shall not relieve such contributor of any obligation for contributions accrued and unpaid at the date of such withdrawal letter is filed.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS:

Section 1. The Board of Directors shall consist of an odd number between 7-15 members elected by the membership at the annual meeting. The term of each director shall be three years with three directors up for election each year. A director is limited to two terms in office and can run again after being off of the board for one year. In the event no viable candidates apply to run for the board the Board approve a Director who has reached his term limit permission to run again.

Section 2. Number: The Corporation shall have a President, Vice President, Secretary, and

Treasurer.

Section 3. Election and Term of Officers: The officers of the Corporation shall be elected by the Board after the annual membership meeting. Each officer shall hold office until the next annual membership meeting. The Board may fill any vacancy in any office occurring for whatever reason.

Section 4. Removal: Any Director may be removed by the Board or a vote of the membership with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Compensation: The officers of the corporation shall serve without compensation.

Section 6. President: The President shall be the chief executive officer of the Corporation and shall preside at all meetings. Subject to the direction and control of the Board, he shall have general charge and authority over the business of the Corporation. He shall from time to time make such reports of the business of the Corporation for the preceding fiscal year to the Board and at each annual meeting. He shall sign with any other proper officer any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board to some other officer. In general, he shall perform all duties incident to the office of President and other duties as may be prescribed by the Executive Committee from time to time.

Section 7. Vice President: The Vice President shall perform the duties of the President in his absence or during his disability to act. The Vice President shall have such other duties and powers as may be assigned to or vested in them by the Board .

Section 8. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings. He shall give all notices required by law and by these by-laws. He shall have general charge of the corporate books and records of the Corporation and the corporate seal. He shall affix the corporate seal to any lawfully executed instruments requiring it. He shall sign such instruments as may require his signature and in general, shall perform all duties incident to the office of Secretary and such duties as may be assigned to him from time to time by the Board.

Section 9. Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Board. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; prepare a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, including particulars as to convertible securities then outstanding, to be made and filed within in four months after the end of such fiscal year. The statement so filed shall be kept available for inspection for a period of ten years; deliver a copy of latest such statement to any Director upon his written request therefor. The Treasurer shall, in general, perform all duties incident to his office and other duties as may be assigned to from time to time the Board.

Section 10. General Powers: The business and affairs of the Corporation shall be managed by the Board. The Executive Committee shall consist of all officers and may act for the board, however any actions taken by the Executive Committee must be approved by the full board at the next regular board meeting. The Board of Directors may approve the actions of the Executive Committee by electronic communication prior to the next scheduled meeting of the Board. Actions thus approved will be announced at the next meeting of the board for inclusion in the minutes.

The President of the Corporation shall serve as Chairman of the Executive Committee.

Section 11. Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors, or by the sole remaining Director; and the Director so elected shall serve the unexpired term of the Director replaced thereby. Replacement of a Director shall require a simple majority vote of the Directors remaining.

ARTICLE IV

MEETINGS

Section 1. Membership Meetings: A regular meeting of the membership shall be held annually with notice on the first Thursday of January of each year. In addition, the Board may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of the additional regular meetings.

Section 2. Board Meetings: The Board of Directors shall meet quarterly. Meetings may be held electronically. Board Members unable to attend in person may arrange to attend electronically, but loss of communication during the meeting shall immediately affect the number present for purposes of determining a quorum.

Section 3. Executive Committee Meetings: The Executive Committee shall meet monthly, at a time and place to be established by the Chairman. Meeting may be held electronically.

Section 4. Special Meetings: Special meetings of the Executive Committee may be called by, or at the request of, the President or any two Directors. Such meetings may be held either within or without the State of North Carolina. Such meetings may be held electronically, provided that notice is given to the entire board of Directors. Business of the Board or Executive Committee may be conducted by Email thread or other electronic means provided that records of business conducted by such means are kept, and reported at the next meeting of the board. The replacement of Directors shall not be conducted by email thread and must be conducted at a meeting whether conducted electronically or in person.

Section 5. Notice of Meetings: Regular meetings of the Executive Committee may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 6. Quorum: A majority of the duly elected or appointed Officers and Directors shall constitute a quorum for the transaction of business at any meeting of the Board or the Executive Committee.. A majority present at any meeting, whether or not a quorum is present, may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall attend. A meeting of the Board of Directors, lacking a quorum, may be considered a meeting of the executive committee if a quorum of Officers are present, and may take actions as such.

Section 7. Rules of Order: All meetings of Friends of Chimney Rock State Park shall be conducted in accordance with Roberts Rules of Order.

ARTICLE V

COMMITTEES:

Section 1. Nomination Committee: The Board shall at least 90 days prior to the annual meeting establish a Nominating Committee consisting of four (4) members and the President, is the President is up for re-election then the Vice President will serve.

Section 4. Other Committees: The President, with the advice and consent of the Board, may establish other committees deemed necessary for the operation of Friends of Chimney Rock State Park.

ARTICLE VI

CONTRACTS, LOANS, AND DEPOSITS:

Section 1. Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the General Membership. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer(s), agent(s), of the Corporation in such manner as shall from time to time be determined by the Board.

Section 4. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board may select..

ARTICLE VII

GENERAL PROVISIONS:

Section 1. Seal: The seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "Corporate Seal" and the date and place of incorporation; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

Section 2. Waiver of Notice: Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or by-laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year: The fiscal year of the Corporation shall be from January 1 to December 31.

Section 4. Amendments: Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the General Membership at any regular or special meeting.

ARTICLE IX

ELECTION AS A SECTION 501(c)(3) CORPORATION:

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its officers or directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 3 of the Articles of Incorporation.

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 1986 (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)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational and scientific purposes, as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved: