

**BYLAWS
OF
FRIENDS OF HOBBS STATE PARK - CONSERVATION AREA, INC.**

ARTICLE I – NAME

The name of this organization shall be Friends of Hobbs State Park – Conservation Area, Inc.

ARTICLE II – PURPOSE

The purpose of this organization is to:

- A. Build broad public support for policies and objectives of Arkansas State Parks and the mission of Hobbs State Park – Conservation Area.
- B. Raise funds for facilities, equipment and programs identified by the Director of State Parks and agreed upon by a vote of the Directors that cannot be financed through state-funded sources.
- C. Support educational programs for students and other residents of Northwest Arkansas.

ARTICLE III – MEMBERSHIP AND VOTING RIGHTS

- A. Membership categories shall be as set forth below:
 1. Individual Membership: Any individual, including students, who subscribes to the organization's purpose, shall be eligible for voting membership upon payment of annual dues established by the Board of Directors.
 2. Organizational Membership: Any agency, business or other group which subscribes to the organization's purpose shall be eligible for voting membership with one vote upon payment of annual dues established by the Board of Directors.
 3. UNIFY Membership: Any individual who is referred by UNIFY Financial Credit Union and subscribes to the organization's purpose shall be eligible for individual membership for a period of one year, upon verification of eligibility by UNIFY. Continued membership after the initial year is based on payment of dues as established by the Board of Directors.
 4. Honorary Membership: Honorary membership may be conferred by the Board of Directors upon any individual or organization based on their past or continuing efforts for the benefit of Hobbs State Park – Conservation Area. Honorary members shall possess all rights of individual members.

- B. Membership is open to all persons as set forth above, regardless of race, color, creed, national origin, gender, disability or sexual orientation. Application for membership shall be made by completing a Membership Application.
- C. Any voting member shall be equally eligible for service on the Board of Directors or as an officer of the organization. Employees of Hobbs State Park – Conservation Area are not eligible to serve as elected officers of the organization.
- D. Notice of dues, meetings, events and amendments shall be provided in writing by way of email. It is the responsibility of all members to provide the Board, or its assigns, a current email address.
- E. Members must be present at annual or special meetings to vote.

ARTICLE IV – DUES

- A. The sum of annual membership dues shall be determined by the Board.
- B. Membership dues shall be paid in advance on an annual basis beginning with the first day of the month in which such membership originated.
- C. Dues shall be considered delinquent if unpaid one month after due date. Should dues be delinquent for two months following the due date, the member's name shall be dropped from the membership rolls.
- D. If a member is dropped from the rolls for nonpayment of dues and is reinstated at a later date, payment of annual dues shall commence in the month in which reinstatement occurs.
- E. Benefits for contributors will be determined by the Board of Directors
- F. Levels of recognition can be reached by contributing volunteer hours of labor. An hour of labor shall be worth a dollar amount determined by the Board of Directors.

ARTICLE V – OFFICERS

- A. The officers of the organization shall be: President, Vice President, Secretary and Treasurer.
- B. Officers shall be elected at the annual meeting of the organization by a majority vote of paid members present. Terms of the officers shall commence January 1 and shall be for one year or until their successors are duly elected.
- C. To be eligible for office, a candidate must be a voting member of the organization in good standing. Employees of Hobbs State Park – Conservation Area may not serve as elected officers.
- D. An officer may be removed from office by a majority vote of the Board of Directors at any meeting with a quorum present for any conduct which is deemed to be detrimental to the best interest of the organization. The officer subject to removal shall be advised in writing

by the President or a representative of the Board that the Board of Directors has voted their removal.

- E. Any officer may resign at any time by notifying the President or Secretary in writing.
- F. Vacancies of any office occurring for any reason may be filled by a vote of the Board of Directors.
 - 1. Vacancies should be filled within 60 days.

- G. The duties of the Officers of the organization shall be:

- 1. President: The president shall preside at all meetings of the organization and of the Board of Directors; shall appoint all chair persons of any standing committee or any new committee deemed necessary by the Board; shall obtain services of any special advisors to the Board as may be necessary; shall prepare an annual budget to be submitted and approved by the full Board at the first board meeting following the election, shall serve as liaison to the park and shall perform other duties of administration as required.
- 2. Vice President: The Vice President shall assist the president in the discharge of the duties of that office; shall preside at all meeting of the organization or Board in absence of the president; shall conduct an audit of the treasury prior to the annual meeting; and shall perform such duties as designated by the president.
- 3. Secretary: The recording secretary shall keep the minutes of the Board meetings and general meetings of the organization; shall maintain files of the organization records which shall be kept in a secured designated area at the Hobbs State Park-Conservation Area Visitor Center. The recording secretary shall send a copy of the minutes of general, annual, and Board meetings to each member of the Board prior to the next meeting.
- 4. Treasurer: The treasurer shall be responsible for the safekeeping of all funds and for maintaining accurate financial records; shall deposit all monies received in a bank or banks in the name of the organization as designated by the Board and shall assist the president in budget preparation. The treasurer shall make periodic financial reports to the Board at its meetings; and shall prepare an annual financial report for presentation at the annual meeting.

ARTICLE VI – BOARD OF DIRECTORS

- A. The Board of Directors shall consist of thirteen members composed of all duly elected officers and nine members elected at large.
- B. The Park Superintendent will serve as an ex-officio, non-voting member of the Board.
- C. Seven members of the Board shall constitute a quorum.

- D. The terms of office for all members of the Board shall be three years with a maximum of two consecutive terms, excluding the term ending December 31, 2022. The terms of directors on the Board of Directors on that date shall end on December 31, three years after they were elected to the board with the ability to be re-elected for one additional term of three years or until their successors are duly elected.
- E. A member of the board may be removed by a vote of a majority of the Board of Directors at a meeting at which a quorum is present. The director subject to removal shall be advised in writing by the President or a member of the board that the Board of Directors has voted their removal.
- F. Any director may resign at any time by notifying the President or Secretary in writing.
- G. Vacancies on the Board of Directors occurring for any reason may be filled by a vote of the remaining Board members.
 - 1. Vacancies should be filled within 60 days.
- H. Powers and duties of the Board of Directors shall be as set forth below:
 - 1. To exercise for the organization all powers, duties, and authority vested in or delegated to this organization by the articles of incorporation, by the bylaws governing the organization, and by the laws of the State of Arkansas, unless such powers, duties, and authority have been reserved to the membership by other provisions of said articles of incorporation or bylaws.
 - 2. To develop programs for its members that achieves the purpose of the organization.
 - 3. To keep a record of all its acts and to present a report thereof accessible to the members of the organization at each meeting and additionally as deemed necessary by the Board.
 - 4. To appoint committees of the organization as is necessary to achieve the purpose and to conduct the business of the organization.
- I. No Director shall receive compensation for service on the Board of Directors; however, Directors may be reimbursed for reasonable expenses they incur in the course of their service on the Board.

ARTICLE VII – MEETINGS

- A. The annual meeting of the organization shall be determined by the Board of Directors and members shall be provided at least thirty (30) days written notice of the annual meeting. Additional meetings may be called by the Board.
- B. The Board of Directors shall meet at least quarterly. All meetings will take place at Hobbs State Park – Conservation Area or other locations where a meeting place is provided at no charge. The Board may change their meeting venue by majority vote. Ten (10) days notice shall be given to Board members prior to a Board meeting.

C. Special meetings of the Board may be called at any time by the president or two members of the Board of Directors. Notice of special meetings shall be given to each Board member by telephone or in writing via email.

ARTICLE VIII – RECORDS

- A. Each elected officer and standing committee chair shall maintain and keep a record of their activities and proceedings and shall deliver same to the Board of Directors and/or general membership present at each meeting or upon the request of any member. Such records shall become part of the minutes of the meetings and part of the permanent records of the organization. Each chair's records shall be passed on to the next chair of that office.
- B. All records and files of the organization shall be available to any member for inspection or copy, upon said member providing reasonable notice.

ARTICLE IX – STANDING COMMITTEES

- A. The duties or functions of standing committees may, when appropriate, be defined or redefined by a quorum of the officers, to be ratified by the Board at its first meeting following such action.
- B. The president shall appoint, as soon as practical after election, the chair of each standing committee.
- C. The chair may select one or more members to assist in the discharge of their duties. The approval of these selections shall not be required of the Board of Directors; however, such selections should be made known to the recording secretary.

ARTICLE X – NOMINATION COMMITTEE

- A. The nominating committee shall be composed of a minimum of three members.
- B. The president shall appoint, as soon as practical after election, the chair of the nominating committee.
- C. The chair may select two or more members to assist in the discharge of their duties. The approval of these selections shall not be required of the Board of Directors; however, such selections should be made known to the recording secretary.
- D. The duties of the nominating committee shall be:
 1. Solicit nominations and applications for Officer and Board of Directors positions.
 2. Prepare the ballot at least 45 days prior to the annual meeting.
 3. Propose replacement officers/directors when a vacancy occurs.

ARTICLE XI – EXECUTIVE COMMITTEE

- A. The executive committee shall be composed of the President, Vice-President, Secretary and Treasurer of the organization.
- B. The Executive Committee shall meet at such times as to assure the efficient operation of the organization.
- C. The duties of the Executive Committee shall be:
 - 1. Prepare the agenda for the meetings of the Board of Directors and the annual meeting.

ARTICLE XII – INDEMNIFICATION

- A. To the extent permitted and provided by Arkansas law, Friends of Hobbs State Park – Conservation Area, Inc., shall indemnify any board member, officer or committee member made a party to any action or proceeding by any other person or entity, other than Friends of Hobbs State Park – Conservation Area, Inc., itself, solely because that person is or was either an board member, officer or committee member of Friends of Hobbs State Park – Conservation Area, Inc., provided that person was acting within the scope of his or her duties, was acting in good faith, and the conduct or the person was lawful or the person had no reason to believe the conduct was unlawful. Such indemnification shall include all attorney's fees and costs reasonably associated with the defense of such an action or proceeding. Friends of Hobbs State Park – Conservation Area, Inc., may purchase and maintain insurance for the purposes set forth in this paragraph.

ARTICLE XIII – FISCAL PROCEEDURES

- A. The fiscal year of the organization, for accounting purposes, shall be from January 1 to December 31 of each year.
- B. Only Board members may incur any expense in the name of the organization.
- C. Non-budgeted items must be approved by resolution of the Board in advance of the expenditure.
- D. Unless otherwise instructed by the president, the president and treasurer will have the authority to sign withdrawals and disbursements with the vice president and secretary serving as alternates.
 - 1. Withdrawals and disbursements under ten thousand dollars (\$10,000.00) will require the signature of one authorized person.
 - 2. Withdrawals and disbursements over ten thousand dollars (\$10,000.00) will require the signature of two authorized people.

ARTICLE XIV – PARLIAMENTARY PROCEDURE

- A. All meetings of the organization shall be conducted according to Roberts Rules of Order (Newly Revised) unless contrary to the articles of incorporation of the organization or these bylaws.

ARTICLE XV – DISSOLUTION

- A. In the event of the dissolution of the organization, the 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 the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusivity for such purposes or to such organization or organizations as said Court shall determine which was organized or operated exclusively for such purposes.

ARTICLE XVI – AMENDMENT

- A. These bylaws may be amended or revised by a majority vote of the general membership in attendance at a general meeting. Proposed amendments or revisions of the bylaws must first be presented to the Board of Directors in writing and adopted, modified or rejected at the next meeting. The proposed amendments or revisions shall then be provided to the general membership and voted upon at the next general meeting.

ARTICLE XVII – EFFECTIVE DATE

- A. These bylaws shall supersede all prior bylaws or amendments thereto and shall become effective on November 13, 2022.

I, _____, the duly elected and acting Secretary of the Friends of Hobbs State Park – Conservation Area, Inc., do hereby certify that the foregoing bylaws were adopted, ratified and approved by a proper vote of the Members of Friends of Hobbs State Park – Conservation Area, Inc., at a duly called meeting on November 13, 2022.

Secretary
Dated: November 13, 2022