

# BYLAWS OF FRIENDS OF GREENVILLE GREENWAYS, INC.

## ARTICLE 1. NAME

Section 1. Name. The name of the corporation is Friends of Greenville Greenways, Inc. (FROGGS).

### Section 2. Purpose.

FROGGS is organized exclusively for charitable and educational purposes.

The purpose of this corporation is:

- To actively promote the development and maintenance of a system of linear parks, known as “greenways,” within the City of Greenville and its extraterritorial jurisdiction.
- To encourage all governmental jurisdictions within Pitt County to coordinate planning for recreational trails, bikeways, greenways, linear parks, conservation easements, and utility easements with the purpose of developing a county-wide interconnected system of linear parks.
- Soliciting and receiving contributions, assessments, and gifts, exclusively in furtherance of the purposes of the corporation; to make contributions, gifts, and grants for charitable or social welfare purposes, exclusively in furtherance of the purposes of the corporation; PROVIDED HOWEVER, that the receiving entity is an official element of the governing authority of The City of Greenville or of Pitt County; or is a private organization organized exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt under Section 503[c] [3] of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law).

## ARTICLE 2. MEMBERSHIP

Section 1. Eligibility for Membership. Membership is open to any persons that support the purpose statement in Article 1, Section 2. Membership is granted after receipt of contact information and annual dues by the Board of Directors.

Section 2. Annual Dues. Annual dues shall be set by the Board of Directors at no less than \$30 per year, or \$15 per year for students and senior citizens, or an equivalent in-kind donation.

## ARTICLE 3. MEETINGS

Section 1. Meetings of the Members. An annual meeting of the members shall be held in the first quarter of the year, the specific date, time and location to be determined by the board of directors. At the annual meeting, the members shall elect board directors, and receive reports on the activities of the organization. Monthly board meetings will take place each month, as agreed upon by the Board. Any FROGGS member may attend board meetings, which are open to the public and announced on our website.

Section 2. Special Meetings. Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 3. Notice of meetings. Electronic notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting. If email is not available, the member shall be called or mailed a notice.

Section 4. Voting. All issues to be voted on by the membership shall be decided by a simple majority of the members present at the meeting in which the vote takes place.

Section 5. Meeting Procedures. All projects and events sponsored by FROGGS that require substantial effort and/or funding shall have a written plan, approved by the Board of Directors.

For an idea to become a project:

1. The sponsor of the idea submits a written plan to the Board via email, postal mail, or on hard copy at a meeting.
2. Board members have a reasonable amount of time to respond to the project sponsor with comments and suggestions.
3. Board votes to approve or disapprove the proposed project.
- 4.
5. Project lead will recruit volunteers, co-ordinate and assign tasks and, if applicable, assign leadership roles for project.
6. Plan sponsor provides status report at each board meeting.
7. At conclusion of project, or project timeline, project is reviewed and renewed, or closed.
8. After the plan has been completed, it will be publicized on FROGGS social media outlets and via email to FROGGS membership.

#### ARTICLE 4. BOARD OF DIRECTORS

Section 1. Composition. The corporation shall be managed and controlled by a Board of Directors consisting of not less than five nor more than fifteen directors. Members of the Board of Directors shall be elected from the community at large. Each director shall be elected by the membership. The board receives no compensation, only reimbursement of expenses incurred.

Section 2. Term of Office. The term of office on the Board of Directors shall be unlimited.

Section 3. Meetings and notice. The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have electronic or written notice at least two weeks in advance.

Section 4. Board elections. New Directors and current Directors shall be elected or re-elected by the members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5. Resignation. Any elected director may resign at any time by giving written notice to the Board of Directors.

Section 6. Vacancies. Any vacancy on the Board of Directors, including a vacancy created by a decrease in the number of directors, may be filled for the unexpired portion of the term of the vacancy by a majority vote of the directors then serving.

Section 7. Attendance at Meetings. Attendance of members of the Board of Directors at regularly scheduled meetings is required. Failure to attend three consecutive regular meetings, or cumulative absences of one-third or more of the meetings in the previous twelve-month period, without prior notice or sufficient reason shall result in automatic removal from office. A seat may be declared vacant by the Chair when the Chair finds a Director to have missed the number of meetings specified in this section.

Section 8. Compensation. Members of the Board of Directors shall not receive compensation for their services as a director. The Board of Directors may contract with a Director to provide specific services to the corporation when such services are above and beyond the service normally required of a director. In such an event, no director shall be entitled to vote on his or her salary or contract. Compensation paid under this provision shall be limited to an amount appropriate to the value of the services rendered.

Section 9. Quorum. A quorum is reached with at least forty percent of Board members attending a Meeting and is required for business transactions to take place and motions to pass.

## ARTICLE 5. COMMITTEES

Section 1. Committees. The Board of Directors may from time to time establish standing committees to assist in the conduct of the business of the corporation.

Section 2. Executive Committee. The Board of Directors shall select from its members an Executive Committee which shall include, but not necessarily be limited to, the Chair, the Vice-chair, the Secretary, and the Treasurer. This committee shall have the power of the Board between meetings, except that it may not modify any action taken by the Board, and all actions of the Executive Committee shall be reported to the Board. Two-thirds of the members of the Executive Committee shall constitute a quorum.

## ARTICLE 6 OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a Chair, Vice-chair, a Secretary, and a Treasurer and such other officers as may be appointed.

Section 2. Election, Term of Office, and Qualifications. Each officer, except those officers as may be appointed in accordance with the provisions, shall be elected annually by the Board of Directors and shall hold office until reelection or resignation.

Section 3. Subordinate Officers and Agents. The Board of Directors, from time to time, may appoint other officers or agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe his or her respective authority and duties.

Section 4. Removal. The officers specifically designated in Section 1 of this Article 5 may be removed, either with or without cause, by the vote of a majority of the Board of Directors at a special meeting of the Board of Directors called for that purpose. Any officers appointed in accordance with the provisions of Section 3 of this Article 5 may be removed, either with or without cause, by a majority vote of the directors present at any meeting, or by any officer or agent upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by a majority vote election of the Board of Directors. However, a vacancy in the office of chair shall be filled by the vice-chair assuming the office of chair.

Section 6. Chair. The chair shall preside at all meetings of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the corporation, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7. Vice-Chair. The vice-chair shall in the absence or disability of the chair, perform the duties and exercise the powers of that office. In addition, the vice-chair shall perform such other duties and have such powers as the Board of Directors may assign.

Section 8. Secretary. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Section 9. Treasurer. The treasurer shall have supervision over the funds, securities, receipts, and disbursements of the corporation. He or she shall in general perform all duties and have all authority incident to the office of the treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted by the Board of Directors. The Board of Directors may require a bond for the faithful performance of the duties of the office of treasurer in such form and amount as the Board of Directors may determine. The cost of such bond shall be borne by the corporation.

Section 10. Duties of the Officers May be Delegated. In case of the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of officers to any other officer, to a committee of directors, or to an individual director.

#### ARTICLE 7. Indemnification

Section 1 The corporation shall indemnify every person who is or has been a Director or officer of the corporation and such persons' heirs and legal representatives where such person is a party or is threatened with being a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation in any capacity for any other business organization, against expenses (including attorneys' fees), judgment, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposes to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action, suit or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such Director or officer as extended under law.

#### ARTICLE 8. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be established by resolution of the Board of Directors and in the absence of such resolution, the fiscal year of the corporation shall begin January 1<sup>st</sup>.

Section 2. Rules. The rules presented in the most recent edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the board in all cases to which they are applicable and which are not otherwise covered by actions of the board or the bylaws.

Section 3. Conflict of Interest. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, 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 Article 1 hereof. 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 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)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior 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.

Section 5. Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure status as a “publicly supported” organization as defined in Section 509(a)(1), Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and in such other ways as to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE 9. AMENDMENTS

Section 1. Power of Directors to Amend. These Bylaws may be amended or repealed and new Bylaws may be adopted by affirmative vote of two-thirds of the members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors.

Section 2. Limitation. No action shall be taken by the Board of Directors which shall cause any Bylaw to be inconsistent with the Articles of Incorporation, the laws of the State of North Carolina, or the tax exempt and charitable status of the corporation under the tax laws and regulations of the United States and the State of North Carolina.

ADOPTED this the \_\_\_\_\_ day of \_\_\_\_\_, 2012

\_\_\_\_\_  
(Chair)

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(Vice-Chair)

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(Secretary)

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(Treasurer)