

BYLAWS  
FRIENDS OF GEORGE WARD PARK

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Friends of George Ward Park, Inc.

Section 2: The term of existence of the Corporation is perpetual. Upon the dissolution of the Corporation or the closing out of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) or Section 501 (c)(4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 3: To initiate, promote and support the efforts of individuals, groups, governmental bodies and private organizations in preserving, protecting, and enhancing George Ward Park, a public park owned and operated by the City of Birmingham, and the surrounding Glen Iris Neighborhood.

ARTICLE II - MEMBERSHIP

Section 1: General membership shall consist of interested residents of the community.

Section 2: Qualifications for voting members include but are not limited to primary permanent residence within the physical boundaries of the Glen Iris Neighborhood as designated by the City of Birmingham.

Section 3: Board members must also meet voting membership requirements.

ARTICLE III - MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be held during the month of July in each succeeding year at a day and time and place determined by the Board of Directors. The annual meeting shall be held for the purpose of electing directors and for

transacting any other business. Only those directors nominated by the voting members may be elected. The members specifically waive any right to overrule the Board of Directors and a person can only stand for election if nominated by the voting members. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

Section 2: Special Meetings. Special meetings may be called by the any member of the Executive Committee facsimile (fax) and or by electronic transmission (email) and or by telephone, not less than 5 days before the meeting.

Section 3: Notice. Notice of Annual meeting shall be given to each voting member, by depositing same in United States mail, first class postage prepaid and properly addressed, and or facsimile (fax) and or by electronic transmission (email) and or by telephone, not less than ten days before the meeting.

Section 4: Any meeting may be held in a virtual setting.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations. The Board shall have up to nine and not fewer than five members. The board receives no compensation other than reasonable expenses.

Section 2: Number and term. The initial board of directors shall consist of nine (9) members who shall be designated by the current board of directors as elected at the previously designated meeting. Directors shall be elected to serve for a term of three (3) years and one third of the terms of the members of the board of directors shall expire annually. The first election shall be for staggered terms in any event, however, a director shall hold office until a successor has been elected or designated to fill his or her spot.

Section 3: Removal: Any director may be removed for cause by an affirmative vote of 66% of the votes eligible to be cast by the current board of directors at any meeting duly held for such

purpose or by failure to attend or provide notice of missing a majority of directors meetings in any calendar year. Prior to the meeting the member of the board shall be given actual notice that a meeting is being held wherein their position and removal therefrom is to be considered. Once the vote is taken and the removal has been approved by the supermajority as set out above, the member of the board of directors shall exit the meeting and shall not thereafter hold themselves out as a director. Immediately thereafter all property of the corporation that is in the possession of the former director shall be returned and the director shall not be involved further in any activities without the express written permission of the board of directors by majority vote. The board of directors may remove any director either with or without cause and no vote of the members may reinstate a member of the board of directors once they have been removed.

Section 4: Meetings. The membership shall meet at least quarterly, at an agreed upon time and place. Each member of the board of directors must sustain a vote of confidence by a majority vote of the voting members in attendance. If a director does not sustain the vote of confidence, they must resign within 5 days.

Section 5: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the voting members.

Section 6: Terms. All Board members shall serve three year terms, but are eligible for re-election. Initial board members will serve staggered one, two and three year terms with all future members to serve the full three year term.

Section 7: Quorum. A quorum must be attended by at least fifty-five percent of the Board members before business can be transacted or motions made or passed.

Section 8: Notice. An official Board meeting requires that each Board member have written notice no less than 5 days in advance by depositing same in United States mail, first class postage prepaid and properly addressed, and or facsimile (fax) and or by electronic transmission (email) and or by telephone.

Section 9: Officers and Duties. There shall be 4 officers of the Board consisting of a President, Vice President, Secretary, and Treasurer. Their term of service shall be for one year. Officers shall be elected from the Board of Directors. Such other officers or assistant officers as may be deemed necessary may be elected by the board of directors. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The president shall have the authority, subject to approval of the board of directors to appoint such agents or employees as necessary, to prescribe their duties and compensation, and to delegate authority to them. Such agents shall hold office at the discretion of the full board. He shall have authority to sign execute and acknowledge on behalf of the corporation any such contracts reports or deeds as authorized by resolution of the board of directors.

The Vice-President will chair committees on special subjects as designated by the board, shall in the absence or disability of the president perform the duties and exercise the powers of the president.

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 members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a 66% vote of the remaining directors.

Section 12: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member no less than 5 days in advance.

#### ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, marketing, legal, etc. The Board appoints all committee chairs.

Section 2: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

#### ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a majority of the voting membership. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the members of Friends of George Ward Park on August 18, 2008