

FRIENDS OF TETTEGOUCHE STATE PARK

INDEX OF BYLAWS

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BYLAWS OF FRIENDS OF TETTEGOUCHE STATE PARK

ARTICLE 1: NAME, MISSION AND PURPOSE

1. NAME: The name of the organization shall be Friends of Tettegouche State Park.
2. MISSION: The mission of Friends of Tettegouche State Park is to support and encourage use of the Park's recreational, interpretive, educational and environmental activities through leadership, volunteerism, program development and fundraising.
3. PURPOSE
 - a. Friends of Tettegouche State Park is organized exclusively for charitable, educational and recreational purposes focused on Tettegouche State Park. The organization has not been formed for making profit or for personal gain. The assets and income of the organization shall not be distributed to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote the mission of the organization. Nothing contained herein, however, shall prohibit payment of reasonable compensation to employees or independent contractors for services provided for the benefit of the organization.
 - b. The organization shall not carry out any activities not permitted to be carried out by a nonprofit organization exempt from federal tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization shall be organized exclusively for purposes subsequent to Section 501(c)3 of the Internal Revenue Code.

ARTICLE 2: RELATIONSHIP WITH MINNESOTA DEPARTMENT OF NATURAL RESOURCES

1. The Minnesota Department of Natural Resources (DNR) recognizes the value of citizen involvement through "Friends" groups as a means of supporting and extending state parks' programs. To insure a mutually beneficial relationship and ensure compliance with regulatory requirements, the DNR has established certain mutual obligations and procedures specified in a Memorandum of Agreement, Operational Order 101 or comparable agreement as determined by the DNR. If there is a conflict between provisions in these Bylaws and the requirements of the above regulatory documents, the Memorandum of Agreement and Operational Order 101 shall prevail.
2. Tettegouche State Park administration shall designate a principal administrative liaison to Friends of Tettegouche State Park. The Park's liaison shall receive notice of and be invited to attend all meetings of the Board of Directors and its standing committees, member and annual member meetings and shall have the opportunity to report on park activities, make requests regarding volunteer opportunities and advise on issues and activities of the Friends group. The Tettegouche State Park's administrative liaison shall receive minutes of board and committee meeting.

3. Friends of Tettegouche State Park shall designate its President and Treasurer as liaisons with Tettegouche State Park's administrative liaison. The members of the Board of Directors, its officers and committee chairs shall consult with Tettegouche State Park's liaison as needed to advance goals.

ARTICLE 3: AFFILIATION WITH PARKS & TRAILS COUNCIL OF MINNESOTA

1. Friends of Tettegouche State Park may affiliate with Parks & Trails Council of Minnesota for purposes of fiscal sponsorship and to benefit from training, technical assistance and advocacy, networking and access to grant opportunities by executing an Affiliate Agreement. If there is a conflict between provisions in these Bylaws with the Affiliate Agreement, the Affiliate Agreement shall prevail.

ARTICLE 4: MEMBERSHIP

1. Members shall consist of those who are current in payment of annual dues for membership in Friends of Tettegouche State Park.
2. Tettegouche State Park management personnel and naturalists are not eligible to become members of Friends of Tettegouche State Park. Park non-management, seasonal personnel and interns may serve as a directors, officers or committee chairs.
3. Except, as may be otherwise stated in these Bylaws, decisions of the membership are made by simple majority of members present at duly called member meetings. Members may not vote in absentia or by proxy.
4. Dues shall be set annually by the Board of Directors.

ARTICLE 5: BOARD OF DIRECTORS

1. Directors shall be members in good standing who pledge to actively support the organization's mission.
2. The Board of Directors shall consist of seven members elected at the annual meeting. Director terms shall be two years. The terms of the first Board of Directors shall be staggered as follows: four directors shall receive two-year terms and three directors shall receive one-year terms, with terms determined by lot.
3. A quorum for meeting of directors shall be four. If one or more directors leave the meeting after the call to order, business may proceed unless the number of remaining directors is less than three, at which time the meeting shall be recessed or adjourned.
4. Except as prohibited or limited by applicable statutes, the Articles or these Bylaws, the Board of Directors and its officers shall have all the powers and duties necessary for fulfilling the mission and purpose of the organization.
5. Actions of the Board of Directors shall only be taken at duly called and convened meetings.

6. Directors may be removed, with or without cause, by a majority of voting members at any duly called meeting of members and their successors immediately elected.
7. Directors may resign by giving notice in writing or electronic mail to the Secretary or President. The resignation is immediately effective without acceptance unless a later effective time is specified in the resignation notice. Such resignations shall be reported in the minutes.
8. Vacancies shall be filled by majority vote of the remaining directors, a quorum being present. Vacancies filled by the directors shall serve until the next annual meeting at which time the vacancy shall be filled for the remainder of the term.
9. The Directors shall serve without compensation but may be reimbursed for expenses authorized on behalf of the organization. Such reimbursements shall be approved by two authorized check signers, one of which must be an officer.
10. The Board of Directors may appoint one or more persons as advisors to the board. Advisors may provide guidance but may not vote and need not be members.

ARTICLE 6: OFFICERS

1. Officers of the organization shall consist of President, Vice-President, Secretary and Treasurer, elected from among the directors. The term for officers is one year or until the adjournment of the next annual meeting and successors are selected. Officers serve at the pleasure of the Board of Directors and may be removed without notice with a two-thirds vote of directors, a quorum being present. A successor may be immediately appointed from among the remaining directors, a quorum being present.
2. Officers may resign at any time by giving notice in writing or electronic mail to the Secretary or President, or by oral declaration at a meeting of the Board of Directors. Such resignation shall take place at the time stated in the notice of resignation, or, if no time is specified, upon its acceptance by the Board of Directors. Vacancies may be filled immediately from among the remaining directors, a quorum being present.
3. The President shall be the Chief Executive Officer of the organization and shall set agendas and preside at Board of Directors and member meetings. The President shall have all the general powers and duties which are usually vested in the office of the President of an organization, including, but not limited to the power to appoint committees from and among the membership. The President shall have such other duties as may be prescribed by the Board of Directors.
4. The President and Treasurer shall be responsible for the organization's relationship with the Parks and Trails Council of Minnesota as well as the relationship with Tettegouche State Park administration, contractors, employees and regulatory authorities.
5. The Vice-President shall fulfill the duties in the absence or incapacity of the President. In such capacity the Vice-President shall have all the powers and duties of the President.

If neither the President or Vice-President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon the office by the Board of Directors.

6. The Secretary shall produce and maintain minutes of Board of Directors and member meetings and distribute minutes and meeting notices to members. The Secretary shall maintain a current roll of members. The Secretary, in concert with the Treasurer, shall insure that corporate papers and electronic records are maintained, including financial records. (See also Article 13.)
7. The Treasurer shall manage corporate funds, maintain accurate records of the organization's budget, income and expenses; grant applications; tax and regulatory documents, correspondence and prepare financial reports as required by the Board of Directors. The Treasurer shall reconcile bank and credit card accounts monthly. The Treasurer shall confer and coordinate with Tettegouche State Park's liaison regarding financial matters and procedures falling within the purview of the Memorandum of Agreement. (See also Article 13.)

ARTICLE 7: COMMITTEES

1. The Executive Committee shall consist of the officers and shall have all powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. The quorum for the Executive Committee is three members with a majority required for approval. Minutes shall be kept and actions of the Executive Committee reported to the Board of Directors.
2. Standing and adhoc committees may be appointed by the President as needed. The President may elect to appoint a chairperson for a committee, otherwise, committee members may elect a chairperson and recorder from among their membership. All such committees shall be given a scope of work by the President and shall keep and submit minutes or reports to the Board of Directors.
3. The Board of Directors or Executive Committee must approve recommendations or actions of committees, including expenditures of funds.

ARTICLE 8: MEETINGS

1. PUBLIC NOTICE OF MEETING
 - a. Notice of member and Board of Director meetings shall be posted on the organization's website.
2. IN-PERSON AND VIRTUAL MEETINGS
 - a. Member, Board of Directors and Executive Committee meetings shall normally be held in-person. It shall be permissible, however, for such meeting to be held via a

virtual platform to accommodate public health, adverse weather or other adverse circumstances as determined by two or more officers of the organization, as long as notice requirements are met.

- b. Committee meetings may be held in-person or virtually.

3. ANNUAL MEMBER MEETINGS

- a. The initial Board of Directors shall call the first annual member meeting at a date, time and place as it shall determine. Members of the first annual member meeting shall determine the month for subsequent annual meetings.
- b. Notice of annual member meetings shall be by electronic mail to all members of record at least fourteen calendar days before the meeting. Notice shall include an agenda and any necessary documents in support of action items, such as bylaw amendments or other proposals. A member may request and receive a hard copy of the annual member meeting notice by U.S. Mail or personal delivery.
- c. The quorum for annual or special member meetings shall be thirty-five percent of membership rounded to the nearest whole number, not to exceed 12 members. The Secretary shall certify a current membership list and whether or not the quorum requirement for the meeting is met.
- d. Members shall review and approve minutes of the previous annual meeting.
- e. The President, other officers and committee chairpersons shall provide written and oral reports regarding the organization's activities, achievements, challenges, finances, membership and other topics of interest to members.
- f. Directors shall be nominated and an election held to fill vacancies.
- g. Other business may be conducted as shall properly come before the members.
- h. Directors shall hold an organizational meeting to elect officers and set a meeting date, time and place within three business days of the annual meeting.

4. BOARD OF DIRECTORS AND MEMBER MEETINGS

- a. The Board of Directors shall meet at least three times a year. Notice shall be by electronic means at least three calendar days before the meeting and shall include an agenda or stated purpose. A meeting of the Board of Directors may be held with less than three days' notice, if all members sign a "waiver of notice" or acknowledge receipt of notice of the meeting by email to the Secretary prior to convening the meeting.
- b. At a meeting of the Board of Directors where there is less than a quorum present, the directors who are present may adjourn the meeting to a time and place not less than two calendar days from the date the original meeting was called, at which subsequent meeting the quorum requirement shall be three directors. At such adjourned meeting, business which might have been transacted at the meeting as

originally called may be transacted without further notice.

- c. The Board of Directors or President may convene meetings of members at any time. Notice of member meetings shall be by electric means at least ten calendar days before the meeting, unless a different method is requested and can be reasonably accommodated.

5. SPECIAL MEMBER MEETINGS

- a. Special member meetings may be called by the President, Board of Directors or by a petition signed by five or more members of the organization, duly submitted to the Secretary who shall validate memberships. Notice shall be in writing or by electronic means to all voting members of record at least ten calendar days in advance of the meeting and shall state the purpose of the meeting
- b. Actions taken at a special member meeting are limited to the stated purpose of the meeting.

6. ORDER OF BUSINESS & PARLIMENTARY PROCEDURES AT MEETINGS

- a. The order of business at annual and other meetings of the organization shall follow the most recent revision of Robert's Rules of Order.
- b. The organization shall follow the most recent revision of Robert's Rules of Order regarding parliamentary procedures.

ARTICLE 9: OPEN MEETING REQUIREMENT & EXCEPTIONS

1. Meetings shall, with limited exceptions, be open to all members and the public. It shall require a two-thirds vote of directors in attendance to hold a closed meeting.
2. Legitimate reasons for closing a meeting generally concern issues that, if discussed in public, could violate privacy laws or harm or cause embarrassment to the organization or another party.
3. Participants in a closed meeting are obligated to maintain confidentiality of process and outcome.
4. Minutes of closed meetings shall be kept by the Secretary. Decisions made in a closed meeting shall remain confidential unless all directors in attendance agree to the content that may be reported out to members or the public by the President.

ARTICLE 10: CONFLICTS OF INTEREST

1. Any director who has a financial, personal or official interest in, or conflict with any matter pending before the Board shall abstain from voting on said item. Such abstention shall be noted in the minutes.

ARTICLE 11: FISCAL POLICIES

1. The fiscal year of the Friends of Tettegouche State Park shall be the calendar year or, if an affiliate of Parks and Trails Council of Minnesota, shall conform to the fiscal year of the Parks and Trails Council of Minnesota.
2. Friends of Tettegouche State Park's financial accounting shall be on a cash basis.
3. The Treasurer shall be the Chief Financial Officer of the organization. The Treasurer who may be assisted by a bookkeeper and/or Assistant Treasurer but only the Treasurer and President shall have electronic access to the bank accounts for purposes of deposits, withdrawals and transfers.
4. Bank account(s) shall be opened in the name of the Friends of Tettegouche State Park at a local bank or credit union approved by the Board of Directors. The board shall establish four or more check signers, including all officers, with checks requiring two signers. Check signers may not approve their own purchases.
5. The Board of Directors may authorize one or more credit cards for organization expenses and establish appropriate controls and reporting.
6. Members may be reimbursed for authorized expenditures made on behalf of the organization upon presentation of a receipt and the approval of two authorized check signers of the organization.
7. Bank reconciliations shall be completed monthly and financial reports made at regular meetings of the Board of Directors.

ARTICLE 12: INSURANCE:

1. The Board of Directors shall annually review insurance coverage acquired directly or through coverage provided by other organizations and make provisions for appropriate coverage where applicable and feasible.

ARTICLE 13: CORPORATE RECORDS

1. The Secretary shall maintain current copies of the organization's Articles of Incorporation, Bylaws, IRS Rulings, Rules & Regulations, policies, membership lists, correspondence, promotional materials, program/event materials and other records documenting the activities and management of the organization. The Secretary shall file the organization's Annual Registration with the Minnesota Secretary of State and maintain a calendar of key dates for regulatory and administrative purposes.
2. The Treasurer shall maintain current financial records of the organization's income and expenses according to generally accepted accounting principles and procedures applicable to non-profit organizations including employment of a chart-of-accounts, general ledger, monthly bank and income and expense reconciliations and regular reporting to the Board of Directors. The Treasurer shall obtain completed W-9 forms

from independent contractors and shall, if applicable, file required tax forms with the Internal Revenue Service and shall prepare the annual Charitable Organization Annual Report Form for review and approval by the Board of Directors and submission to the Minnesota Office of the Attorney General.

3. Records maintained in electronic form shall be regularly backed up and maintained in a safe, secure manner.
4. Paper and electronic records shall be maintained in an organized manner.

ARTICLE 14: REVIEW OR AUDIT

1. The Board of Directors shall determine annually if a review or full audit of the financial records of the Friends of Tettegouche State Park by a CPA is warranted. If so, the Board of Directors shall define and negotiate the desired scope of service and approve any contract for review or audit services.
2. If a review or audit is not conducted, the officers shall conduct a review of financial records and financial procedures annually.

ARTICLE 15: INSPECTION OF CORPORATE RECORDS

1. Financial and other corporate records of the Friends of Tettegouche State Park, as defined in Minnesota Statutes 317A.461, shall be available for inspection by any director or their agent, funder, donor, public official or member of the general public at reasonable times and at a place designated by the Treasurer. A reasonable fee may be charged to cover the expense of providing copies of documents to the requester.

ARTICLE 16: STEWARDSHIP OF CORPORATE DOCUMENTS & CONTRACTS

1. Officers of Friends of Tettegouche State Park shall execute corporate documents within the purview of their offices as required by statute, ordinance or regulation and transact other business, including signing of contracts, as the Board of Directors may approve.
2. Officers shall cause funds to be expended for purposes specified by funders and in accordance with plans approved by the Board of Directors and shall forward receipts, contracts, W-9 and other paperwork as required to the Treasurer in a timely manner.
3. Minutes of the Board of Directors, financial and bank records, tax records, contracts, program related materials, and other business records shall be kept for at least seven years beyond the current fiscal year, but not less than the statutory minimum.
4. Corporate records, including Articles of Incorporation, Bylaws and their revisions, 501(c)3 approval, and legal and regulatory decisions of which the organization is a party shall be maintained in perpetuity.

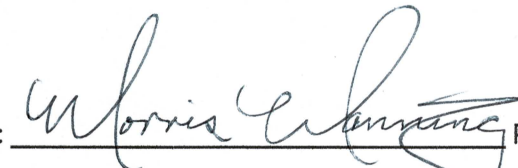
5. Officers shall maintain paper and electronic records in good order and forward them to newly elected officers within three business days of the Organization Meeting.

ARTICLE 17: AMENDMENTS

1. These By-laws may be amended by a two-thirds vote of members present at the annual meeting or any duly called member meeting or special member meeting.
2. Copies of proposed amendments shall be provided to all members by electronic mail at least fourteen days prior to the meeting.

ARTICLE 18: CERTIFICATION

1. These Bylaws, as amended, are hereby approved and adopted by a unanimous vote of the members of record in attendance at the meeting of members September 24, 2022.

ATTESTED BY:  PRESIDENT
Morris Manning

ATTESTED BY:  SECRETARY
Paula Anderson