

Constitution and By-Laws

Friends of Rock Bridge Memorial State Park

Approved February 24, 1992
Amended January 27, 1993
Revised and Updated June 15, 1993
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Revised and Updated May – 2005
Revised and Updated June 12, 2023

Article I: Name

This organization shall hereafter be known as Friends of Rock Bridge Memorial State Park or FoRB.

Article II: Purposes

Section 1: The purpose of this organization shall be to support Rock Bridge Memorial State Park and other Missouri State Parks and Historic Sites.

Section 2: This organization shall not operate for monetary gain or profit.

Section 3: FoRB shall not participate in any partisan political activities. FoRB may participate in legislative activities on a non-partisan basis.

Article III: Amendments

Section 1: Proposed amendments or changes to the Constitution or By-Laws shall be announced and discussed at a regular FoRB Board meeting. Changes may be adopted at a subsequent FoRB Board meeting.

Article IV: Dissolution

Section 1: Upon dissolution of the organization, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1954 (or the corresponding provision of any future United States Internal Revenue (IRS)) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations as said court shall determine are organized and operated for such purposes.

By-Laws

Article I: Membership

Section 1: Any person interested in the stated purposes of the FoRB shall be eligible for membership. All categories of membership are entitled to receive a copy of the FoRB newsletter and are eligible to attend FoRB events, meetings, activities and Board Directors meetings (with the exception of closed sessions as noted in the board meeting agenda).

Section 2: There are three membership categories **Lifetime**, **Regular** and **Associate**. **Regular** members pay annual dues as set by the Board of Directors. **Associate** members are not required to pay dues. **Lifetime** memberships may be granted by the Board of Directors, or purchased for \$250.

Section 3: Membership of **Regular and Associate** members expire on October 31 with one exception. **Regular and Associate** members who *join* on or after June 1 will be carried over to October 31 of the following year.

Section 4: Regular members shall renew their membership annually by sending payment to the treasurer. **Associate** members shall renew their membership annually by sending an email requesting renewal to the treasurer. The membership chair will send out renewal reminders beginning in September.

Section 5: Should renewal of membership not be paid or renewed by within three months of the renewal date, the member so in default shall be removed from the membership roster at the option of the membership chair.

Section 6: Membership Voting. **Lifetime** and **Regular** members have voting rights. Voting by the members may be implemented by the Board of Directors or by a petition to the Board of Directors from not less than 20% of the current members having voting rights, for any issue pertinent to the purpose of FoRB. Except for issues requiring immediate and critical decisions, any membership ballot shall be announced to the voting membership (as of the date of notice) not less than 90 days prior to the vote. Voting shall be by email. All votes to be sent by the deadline and from the email address in the treasurers file. Notice of ballot shall be published in the FoRB newsletter and by direct email to all voting members (as of the date of notice). Likewise any arguments pro or con regarding issue(s) in the announced ballot may be disseminated in the same manner by submitting the argument to the Board of Directors. A valid outcome of the ballot shall: require that at least 50% plus 1 votes of the current membership are received; and a simple majority of the votes shall prevail.

Article II: Membership Meetings

Section 1: FoRB shall hold a regular Board meeting on dates fixed and announced by the Board in the monthly newsletter. Due notice shall be given to the members if a Board meeting is set for a date other than the regularly scheduled dates. These meetings are for the purpose of conducting Board business, and only Board members may vote on motions under consideration.

Section 2: At a regular monthly Board meeting an order of business may include the appointment or remove an officer or Director.

Section 3: Special meetings of the FoRB Board and/or members may be called by the President, or called pursuant to a motion approved by a majority of the members of the Board of Directors at a regular monthly Board/Member meeting. All efforts will be made to ensure that all board members are given 24 hour notice of such a meeting.

Section 4: Quorum. A **quorum** for Board action requires more than 50% of the Board members to be present in person; present via remote realtime connection; or by proxy.

Section 5: Proxies: A proxy may be of three types. **Limited, General** and **General with exception(s)**.

A **general proxy** gives the person holding the proxy the right to vote as the holder sees fit on all issues and motions.

A **limited proxy** is a signed proxy in which the signer stipulates the way that the holder is to vote on specific issues.

A **general proxy with exception** gives the holder the right to vote as the holder sees fit, except for any specific instructions stipulated in the proxy.

A **general proxy** or a **general proxy with exception(s)** may be counted as present for the purpose of a quorum.

At least two board members shall validate the proxy.

A valid proxy may be sent to the holder via any board member: written and signed; by email to at least two of the present board members from a known email address belonging to the sender; or by text to at least two of the present board members from a known phone number belonging to the sender.

Proxies are only valid for one specific meeting.

Article III: Officers and Directors

Section 1: The Officers of FoRB shall be **President, Vice President, Secretary, Treasurer, Assistant Treasurer** and **Historian**. Additional Directors shall be approved and appointed by the Board, by majority vote, at any regular Board meeting. Officers must be Directors and shall be elected pursuant to Article III, Section 1 and shall hold office until their successors are elected and installed. Directors shall serve indefinite terms until resignation or removal by a majority vote of the Board.

Section 2: Duties of the Officers and Directors shall be:

President: To preside at all Board and Membership meetings; to appoint Committee Chairs; to direct the business of FoRB, to act as the spokesperson for FoRB; to serve as an Ex Officio member of all Committees; to arrange the place for meetings of the Board/Members and/or the time and place for Special meetings. The President may delegate responsibilities of the office to other Board members as necessary and report such actions to the Board at the next regular Board meeting.

Vice President: Shall act as President in the absence of the regular President.

Secretary: To maintain and preserve accurate summary minutes of each meeting of the Board/Membership; to conduct such correspondence as directed by the President of the Board; to verify that a quorum is present at all Board/Membership meetings.

Treasurer: To maintain a complete and accurate record of the finances of FoRB; to prepare checks as directed by the Board; to present a report of income, expenditures, and account balances at meetings of the Board/Membership; and to maintain a complete and accurate membership record.

Assistant Treasurer: Shall act as Treasurer as needed and maintain a duplicate set of financial records.

Historian: To maintain archived files for the organization.

Directors: To serve as members-at-large of the Board.

Section 3: Officers and/or Directors who fail to fulfill their duties may be removed from office by a majority vote of the Board of Directors at any regular or special meeting where a quorum is present.

Article IV: Board of Directors

Section 1: The Board of Directors shall consist of the elected Officers and Directors, each of whom shall be a Regular or Life member of FoRB in good standing. When a vacancy occurs in an elected position or when a majority of the Board determines a need, the Board shall elect a replacement officer or additional new Director by majority vote of the members present at a Regular or Special meeting when a quorum is present.

Section 2: The Board has the authority to conduct business in the name of the organization as defined by purposes of the organization, except as limited by this Constitution and By-Laws.

Section 3: The fiscal year of FoRB shall begin January 1 and end December 31. The Board of Directors, except as limited by this Constitution and By-Laws, shall prepare an annual budget for each fiscal year, which shall become effective when approved by a majority of the Board at a regular or special meeting prior to December 31. Any significant deviation from the budget once it has been adopted and during the period of its effectiveness, shall require approval of a majority of the Board at a regular or special meeting.

Section 4: The Board shall not accept a substantial gift, nor authorize nor undertake a major project without prior approval of a majority of the Board. Discussion and approval of such gifts shall occur at a regular Board meeting or at a special Board meeting called for the specific purpose of considering such gift or project.

Article V: Committees

Section 1: Committees may be established by the Board. Chairs of committees shall be appointed by the Board. The Board and the Committee Chairs may select the members of a committee from or outside of the membership.

Section 2: Any member of FoRB is eligible to serve as Committee Chair or member of a Committee.

Section 3: Chairs of Committees shall present reports at Board meetings.

Section 4: Chairs of Committees shall present budget requests to the Board for consideration at the Board meeting.

Section 5: When a vacancy occurs in a Committee Chair position, the Board shall appoint a replacement.

Section 6: Committee Chairs who fail to fulfill their duties may be removed by action of the Board and replaced by the Board.