

THE FRIENDS OF THE CAPE COD NATIONAL SEASHORE, INC.

BYLAWS

(Adopted February 7, 1987, and amended periodically)

Article I. The name of this organization shall be "*THE FRIENDS OF THE CAPE COD NATIONAL SEASHORE, INC.*", hereinafter referred to as the "*FRIENDS*".

Article II. The purpose of the *FRIENDS* is

- A. To promote the historical, environmental, educational and other statutory purposes of the Cape Cod National Seashore for which no volunteers, government funds or donated funds from other sources are available. (7-20-02)
- B. To publicize critical issues that affect the enhancement, protection or preservation of the Seashore's resources.
- C. To assist in the provision of interpretive programs for visitors to the Cape Cod National Seashore.
- D. To encourage private donations to support Seashore programs.

Article III. Membership

Section 1. **Qualifications:** Any person interested in the Cape Cod National Seashore and in the purpose of the *FRIENDS* is eligible to join.

Rights and Privileges: All members shall have equal rights and privileges, and each member shall be entitled to one (1) vote at the Annual Meeting or at any special business meeting of the general membership. (7-20-02)

Section 2. **Dues:** The annual dues for membership shall be such as are determined from time to time by a majority vote of the Board of Directors. Memberships shall be for one calendar year, January 1 to December 31. (7-20-02)

Article IV. Meetings

Section 1. The Annual Meeting of the membership of the *FRIENDS* shall be held during the third week of July on a date to be specified by the Board of Directors. An alternate date may be scheduled at the discretion of the Board of Directors. (7-15-08)

Section 2. Special meetings of the membership of the *FRIENDS* may be called by the President, the Clerk, or by the Board of Directors acting by majority vote of all members of the Board.

Section 3. Written notice of Annual and Special Meetings, specifying the day, place and hour shall be mailed to all members at least ten (10) days before the date of the meeting and, in case of a special meeting, the purpose for which such special meeting is called shall be stated in the notice. (04-03-93)

Section 4. The quorum for the transaction of business at the Annual Meeting, or any Special Meeting, of the *FRIENDS* shall consist of at least ten (10) members. (7-15-08)

Article V. Fiscal Year

The fiscal year of the *FRIENDS* shall begin on January 1 and shall end on December 31.

Article VI. Officers

- Section 1. Officers of the *FRIENDS* shall be a President, a First (1st) and Second (2nd) Vice President, a Clerk and a Treasurer. They shall be elected (from among the presently serving directors, or from nominees who will be returning to the Board of Directors after the mandatory two-year absence) at the Annual Meeting to serve a one year term or until their respective successors are elected at the next Annual Meeting. No President shall serve in that capacity for more than three (3) consecutive years. Vacancies among the officers shall be filled by the Board of Directors acting by majority vote of all members. (7-15-08)
- Section 2. Other officers, in addition to the above, may be elected by the Board of Directors to serve until the next Annual Meeting.
- Section 3. The duties of officers of the *FRIENDS* shall be those which usually pertain to their respective office, as well as such duties and powers as may be specifically conferred on them by the Board of Directors.

Article VII. Board of Directors

- Section 1. (a) The President, Vice Presidents, Treasurer and Clerk specified in Article VI, Section 1, shall be members of the Board of Directors, and in addition there shall not be more than (10) other members who are elected at Annual Meetings. At the first Annual Meeting at which these Bylaws are adopted, the number of Directors to be elected, determined by the recommendation of the Nominating Committee and approved by those present, shall be divided into three classes as nearly equal in size as possible. The first class shall be chosen for one-year terms. Thereafter, at each Annual meeting, Directors shall be elected for three-year terms. Every effort will be made to elect Directors to staggered terms of office to avoid mass turnover at one time, thereby preserving continuity of governance. (7-15-08)
- (b) Directors may serve only (2) consecutive three-year terms. A Director, after serving two consecutive three-year terms, is ineligible to return to the Board for a period of two years., The immediate past-President of the *FRIENDS* shall be an ex-officio voting member of the Board of Directors for (1) year immediately following his or her term if he or she is not continuing as an elected Director.
- Section 2. Reasonable efforts should be made to include director representation from each of the following towns bordering the Cape Cod National Seashore: Provincetown, Truro, Wellfleet, Eastham, Orleans and Chatham. (7-20-02)
- Section 3. The incumbent Superintendent of the Cape Cod National Seashore or designee shall be the NSS representative to the Board of Directors without vote. (12-15-99)
- Section 4. The Nominating Committee shall be solely responsible for the preparation of a slate of Officers and Directors. Such slate shall be reported in advance to the Board of Directors, and shall be included in the notice of the Annual Meeting which shall be sent to all members of the *FRIENDS* at least ten days prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting by any member who is duly seconded by another member who is present and voting. (6-88)

- Section 5. Meetings of the Board of Directors shall be held as the Board may determine or the President or Vice President may call. At such meetings the President shall preside, or in his/her absence the 1st Vice President, or in the absence of both, the 2nd Vice President, or otherwise a member of the Board of Directors chosen by a majority vote of those members present shall preside. (7-15-08)
- Section 6. Duties and functions of the Board of Directors, in addition to those specified herein, shall be to formulate policies and plan programs for the FRIENDS designed to carry out the purposes defined in Article II. (7-20-02)
- Section 7. The quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the members. (4-03-93)
- Section 8. Vacancies occurring among the officers or among the Board of Directors may be filled by majority vote of the remaining members of the Board of Directors, such new officers or directors to hold office until the next Annual Meeting.
- Section 9. Any Director with three consecutive, unexcused absences from regularly scheduled Board of Directors meetings may be asked to resign. Such request shall be in writing and signed by the President. Lacking a response within thirty (30) days from the Director so notified, the Board of Directors may remove said Director from the Board. (7-15-08)

Article VIII Committees

- Section 1. Standing Committees of the *FRIENDS* shall include the following:
- (a) An Executive Committee composed of the five officers specified in Article VI, Section 1, plus the immediate Past-President who will serve on the Executive Committee for one (1) year immediately following his/her presidency. (7-15-08)
 - (b) A Nominating Committee composed of three members of the *FRIENDS*, two of whom shall be Directors and one of whom shall not be a Director, shall be appointed by the Board of Directors, who will name the Chairman. (7-15-08)
 - (c) A Membership Committee responsible for membership and fundraising shall be appointed by the Board of Directors. (7-20-02)
 - (d) A Communications Committee responsible for publication of the newsletter, THE SHORE; for brochures, news releases and maintaining the Web site, www.FCCNS.org; and for bringing to public attention the *FRIENDS'* goals and activities shall be appointed by the Board of Directors. (7-20-02)
- Section 2. Other committees may be appointed by the Board of Directors as needed.

Article IX. Amendments

The Bylaws of the *FRIENDS* may be amended by a majority vote at any Annual or Special Meeting at which a quorum is present, provided that the notice of such meeting has set forth the text of any proposed amendments, and provided further that no amendment shall authorize or permit the organization to engage in Prohibitive Activities as set forth in Article X of these Bylaws.

Article X. Prohibited Activities

- Section 1. The organization shall not engage in any activity which is prohibited by law or which would not meet the requirements of Section 501 (C, 3) of the Internal Revenue Code of 1954 as the same is now or may hereafter be amended
- Section 2. At no time shall funds raised by the *FRIENDS* from any source whatsoever inure to the personal benefit, whether direct or indirect, of any employee, whether full-time or part-time, of the National Park Service.
- Section 3. At no time shall access to the books and records of the organization be withheld from appropriate representatives of the National Park Service.
- Section 4. At no time shall the organization act in violation of Executive Order 11246 (Appendix 2) on nondiscrimination and shall not discriminate against any person on account of race, color, sex, sexual preference, or national origin. (7-15-08)
- Section 5. At no time shall the activities of *FRIENDS* conflict with established rules, regulations or accepted practices of Cape Cod National Seashore or the National Park Service. (7-15-08)

Article XI. Indemnification and Liability

- Section 1. The officers of the corporation and the members of its Board of Directors shall be indemnified and held harmless from the consequences of any and all actions and omissions to act which they or any of them may take or fail to take in the course of attempting in good faith to effect the purposes of the corporation or to carry out any policies or programs approved by the Board of Directors. (4-03-93)
- Section 2. It is the intention of Section 1 to provide the broadest indemnification possible to the officers and directors consistent with the laws of the Commonwealth of Massachusetts. To that end the corporation may maintain insurance coverage to meet its obligations under Section 1, and such coverage shall be for such amounts as the Board of Directors may deem appropriate from time to time. (1-13-96)
- Section 3. In recognition of the *FRIENDS* obligations as specified in the Memorandum of Agreement (MOA) between the National Park Service and The Friends of the Cape Cod National Seashore, Inc., the Corporation will maintain public liability insurance from a responsible company or companies for such amounts as specified in the MOA, but for no less than one million dollars (\$1,000,000) per occurrence, and an aggregate limitation of two million dollars (\$2,000,000) for any number of claims arising from any one incident. (7-20-02)

Article XII. Parliamentary Authority

In the event of controversy at any meeting of the members, or at any meeting of the Board of Directors, Executive Committee, or other committee of the Board, the person presiding may resolve the procedural aspects of such controversy in accordance with Roberts Rules of Order, newly revised.

(Includes all member-approved amendments to date of 7-15-08)