

**BY-LAWS
OF
FRIENDS OF WINDING STAIRS, INC.**

ARTICLE I: NAME

Section 1.1 Name of Corporation

The name of this corporation shall be Friends of Winding Stairs, Inc., a State of Tennessee corporation, hereafter referred to as "Friends" or "Corporation". The Friends is a non-profit organization for public benefit and formed to carry out the purposes and functions set forth by the corporate charter and these By-Laws.

ARTICLE II: PURPOSE

Section 2.1 The purpose for which the Corporation is organized are:

- (a) To provide support and assistance to the City of Lafayette in developing services and programs for resource protection, visitor education, recreation, and safety for the scenic area known as Winding Stairs; to help restore features of recreational importance to this area that is become a community park; and, to encourage environmental preservation through careful consideration of planned facilities that will maintain the community park's integrity as primarily a natural area.
- (b) To assist the City of Lafayette in developing and providing quality educational programs about the unique natural environment of this area, including its geology, hydrology, and biology, and its local history in regard to both Lafayette and Macon County.
- (c) To encourage appreciation and understanding of natural resources and to offer opportunities for individuals and organizations to pursue interests in natural resources and environmental protection.
- (d) To help protect, preserve, catalogue, and manage the natural resources of Winding Stairs Community Park. To support an all-taxa biodiversity inventory of the area's flora and fauna.
- (e) To work with willing sellers in acquiring more land to increase habitat for protecting native flora and fauna, to enhance the area viewshed and aesthetics, and to buffer the park's boundaries from proposed land use changes.

(f) To exercise all the powers conferred upon corporations formed under Tennessee law in order to accomplish its purpose, including, but not limited to, the power to accept donations and grants of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE III: MEMBERSHIP

Section 3.1 Membership Description

Any individual interested in advancing the purposes of the corporation may become a member, without respect to race, color, national origin, sex, age, disability, or any constitutionally protected classification. Any firm, association, partnership, or estate, corporation, business or other organization interested in promoting or supporting the interests of the Friends may also become members as stated herein.

Section 3.2 Establishment of Membership Fees and Obligations

Membership fees, assessments, and dues (and any waiver thereof) shall be set by resolution of the board. Members who resign, are expelled, or have their membership terminated, are expected to fulfill the obligations they have made prior to their resignation, expulsion, or membership termination.

Section 3.3 Individual Memberships

Individual members who have paid any duly established membership fee shall have the privileges of casting one vote on all matters put to a vote of the membership and participating in Friends activities.

Section 3.4 Family Memberships

Family memberships shall be available. Families who have paid any duly established membership fee shall be entitled to have two members of the family vote on all matters upon which the membership shall vote. All family members shall have the privilege of participating in the purpose and activities of the Friends.

Section 3.5 Membership by Organizations

Any firm, association, partnership or estate, corporation, business or other organization that has paid any duly established membership fee shall be entitled to one vote on all matters put to vote of the membership. Each firm, association, partnership or estate, corporation, business or other organization, will designate an individual to cast its vote and to otherwise exercise the privileges of membership. Each firm, association, partnership or estate, corporation, or other

organization, shall have the right to change its designated representative by written notice to the Secretary of Friends.

Section 3.6 City of Lafayette officials and employees

City of Lafayette officials and employees may be non-voting members. They may attend meetings to discuss programs and activities, current and proposed, and to provide guidance to the Friends that may be helpful in fulfilling the group's goals. They may also serve on permanent and temporary committees as non-voting members. One member as referenced in **Article IV: Governance Section 4.3, Composition and terms of the Board of Directors**, will be a City of Lafayette Council Member and will be a voting member.

Section 3.7 Other Membership Categories

Other membership categories, with such examples as honorary, ex-officio, and youth, be established by resolution of the Board of Directors as necessary for the purposes of accomplishing the objectives of the Friends.

ARTICLE IV: GOVERNANCE

Section 4.1 Board of Directors

Governance of Friends shall be vested in a Board of Directors consisting of a minimum of seven and a maximum of eleven Directors. All Directors of the Friends shall be at least eighteen years of age and citizens of good standing in the community. The Directors shall also be members in good standing in Friends.

Section 4.2 Powers and Duties of the Board of Directors

(a) The Board of Directors shall exercise all corporate powers of the Friends, shall serve as the administrative policy-making body of the Corporation, and shall possess such powers and duties required to maintain, promote, and administer the policies, purposes, and objectives, of the organization.

(b) The Board of Directors shall be responsible for planning, coordination, evaluation, and administration of organizational activities.

(c) The Board of Directors shall have the power to contract and to do any and all acts necessary to the functions as set forth in these By-Laws.

Section 4.3 Composition and Terms of the Board of Directors

(a) The governance of this corporation shall be vested in the Board of Directors consisting of (1) four officers (a Chairperson, a Vice-Chairperson, a Secretary,

and a Treasurer), and (2) three to seven At-Large Directors. Officers and At-Large Directors may serve simultaneously as Chairpersons of any committees established by the Chairperson, with the advice and consent of the Board of Directors.

(b) The first Board of Directors shall be elected by the incorporators, to serve until the first annual meeting of the membership. At this first annual meeting of the membership, the officers and one At-Large Director shall be elected for a term of one year, two to six At-Large Directors for a term of two years. Thereafter, as terms expire, the Directors shall be elected at the annual membership meetings for terms of two years, and the Directors subsequently shall elect the officers from among the members of the Board. Terms should overlap so that the board regularly retains some experienced Directors.

(c) If a Director is unable to serve, resigns, or is removed from office, the Board of Directors shall fill the vacancy for the unexpired term.

(d) A Director's term of office will be terminated if he or she fails to attend three consecutive meetings of the Board without good reason. Prior notice of a foreseeable absence should be given to the Chairperson or Vice-Chairperson.

(e) No two members of the Board of Directors shall be from the immediate family group.

(f) Because the Winding Stairs Park and Trails is the property of the City of Lafayette, and to facilitate the working relationship between the Friends of the Winding Stairs, Inc. and the City of Lafayette, one member of the Board shall be a Lafayette City Council Member. The current Mayor of the City of Lafayette shall appoint one City Council Member to serve on the Board. The term of this Director shall be until the end of the Mayor's term or until the end of the term of the City Council Member. Each new Mayor shall appoint or reappoint this Board Member. This Board Member shall be one of the three to seven At-Large Directors and may not be one of the four officers.

Section 4.4 Fiduciary Responsibilities and Limit of Liability

The Board's members' duties of loyalty and fiduciary responsibility and the limits of liability and authorization for indemnification of Board members are specified in the Charter (Articles of Incorporation) of the corporation.

Section 4.5 Fiscal Year

The Fiscal Year of the Friends shall begin on January 1 and end on December 31 of the same calendar year.

ARTICLE V: MEETINGS AND ELECTIONS

Section 5.1 Annual Membership Meeting

An annual membership meeting of the Friends of Winding Stairs, Inc. shall be held in the month of _____, or such other date as the Board may designate by resolution, at the time and place designated by the Board of Directors. The Directors for the new term shall be elected by the members by ballot at the annual meeting. In addition to the nominations presented by the Board, nominations from the Board will be encouraged at the annual meeting. Nominees from the floor must be present at the meeting or state prior to the voting their willingness to serve if elected. Voting by proxy is not allowed.

Section 5.2 General Membership Meetings

General membership meetings for any purpose, in addition to the annual meeting, may be called by the Chairperson, or by two-thirds of the Board of Directors, or upon written request to the Secretary by ten voting members, or by five percent of the voting members, whichever is greater. Written notice of any general membership shall be sent to each member's postal or e-mail address as recorded in the Friends' records at least fourteen days prior to the meeting.

Section 5.3 Presiding Officer and Quorum for General Membership Meetings

The annual and other general membership meetings shall be presided over by the Chairperson or Vice-Chairperson, or such other Director from the Board designated by the body to act in the absence of these officers. The presence of a minimum of ten members (including at least five members who are not Directors) will constitute a quorum for annual or general membership meetings. A simple majority vote of these members and Directors in attendance is required for passage of any motion placed before the membership. Proxy voting by is not allowed.

Section 5.4 Nominating Committee

At least ninety days prior the annual meeting, with the consent of the Board, the Chairperson shall appoint a nominating committee of at least three Directors and one to three other members in good standing. The committee shall nominate persons deemed suitable to serve as Directors. Notification of the nominations shall be sent to members at their postal or-email address at least two weeks in advance of the annual membership meeting.

Section 5.5 Quarterly Board Meetings

Except as otherwise provided herein, the Board of Directors shall meet at least quarterly on a date, time, and place, designated by the Board. Notice of Board

meetings shall be sent by the Chairperson or Secretary to all Directors by postal or e-mail at least ten days in advance of each meeting. Meetings of the Board of Directors shall be open to the membership of the Corporation except as specified in these By-Laws.

Section 5.6 Quorum for Board Meetings

Unless otherwise required by law, at least two-thirds of the Directors must be present at any Board of Directors meeting to constitute a quorum for the purpose of transacting business. A simple majority of the Directors in attendance at the meeting is required for the passage of any resolution except as otherwise specified in these By-laws. The Board may meet or a Board member may participate by telephone, video conference, or other electronic means and this shall constitute attendance for purpose of a quorum. The Board may provide for the conduct of business and voting by e-mail provided that all Directors who desire to do so have equal access to debate and decision-making processes, and that a record is kept of all such proceedings to the same extent that kept or face-to-face meetings.

Section 5.7 Special-Called Meetings of the Board

The Board shall hold a specially called meeting at the call of the Chairperson or of at least one-third of the members of the Board. The rules for notice and quorum for regular Board meetings shall apply except that the Board may, by resolution, waive the ten-day written notice for a special-called meeting.

Section 5.8 Use of Ballots

At membership and board meetings, secret paper ballots will be used in voting for election of Directors for contested seats, for officers if there are two or more candidates for a position, to remove a Director for cause, to dismiss a member for cause, and on other such actions as the Board may deem appropriate.

Section 5.9 Proceedings

The proceedings of all meetings of the Corporations shall be conducted in accordance with Robert's Rules of Order, when such rules are not in conflict with these By-Laws.

Section 5.10 Minutes

Minutes shall be kept of all meetings of the Board, and minutes of open meetings will be available for examination by any member.

Section 5.11 Open and Closed Meetings

(a) All regular Board and membership meetings shall be open to the entire membership and the public at large.

(b) Board meetings or portions thereof, for consultation with a legal counsel or concerned with the removal of Directors or members for cause, shall be closed.

ARTICLE VI OFFICERS

Section 6.1 Elections and Terms of Officers

Following the second annual meeting and annually thereafter, the Board shall elect officers from among its meeting at a meeting of the body, held within thirty days following the annual meetings. Officers will serve for two years or until the expiration of their term on the Board, or until removed from the office as set forth in these By-Laws.

Section 6.2 Chairperson

The Chairperson shall be the principal representative of the Friends and subject to the control of the Board and the members. The Chairperson shall supervise all of the businesses affairs of the Friends, preside at meetings and perform all duties incidental to the office of the position, and such other duties as may be prescribed by the Board.

Section 6.3 Vice-Chairperson

The Vice-Chairperson shall perform all duties of the Chairperson in his/her absence, shall chair a permanent committee and/or serve another permanent position as needed by the Board, and may perform such other duties as may be assigned by the Chairperson or Board.

Section 6.4 Secretary

The Secretary shall be responsible for keeping a permanent record of all Board and membership meetings and to provide members of previous meetings for approval, and shall perform all duties incidental to the office of the Secretary, including official correspondence.

If no membership committee has been appointed, the Secretary will also maintain membership records, prepare and mail membership renewal notices, and receive and transmit dues remittances to the Treasurer.

Section 6.5 Treasurer

The Treasurer shall be responsible for all funds and property of the Corporation. Corporation funds shall be withdrawn from accounts or financial institutions, with which they are on deposit, by the signatures of the Treasurer and another officer, or a member in good standing deemed as trustworthy by the Board.

Section 6.6 Compensation and Non-Inurement

The Charter (Articles of Incorporation) provides: "No Officer of the Corporation shall receive compensation for duties performed in the exercise of his/her duties of office. Reasonable travel expenses and other legitimate documented expenses may be paid upon approval of the Board. It is the expressed policy of this organization, chartered as a public benefit corporation, that its Board of Directors, officers, staff members, and committee members with powers delegated by the governing board act only in the furtherance of the mission and interests of the organization and not for their personal gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for expenses incurred on its behalf, and make payments and distributions in furtherance of the purpose of the Corporation".

ARTICE VII: AMENDMENT OF THE BY-LAWS

Section 7.1 Amendment Procedure

These By-Laws may be amended by two-thirds vote of the Directors in attendance at regularly scheduled or special meeting of the Board. Such amendments may be effective immediately. Members shall be notified of amendments to the By-laws, and may ratify or reject such amendments at a general membership shall constitute ratification of the amendments.

Section 7.2 Items in the By-Laws that may not be modified or changed by adding or deleting articles:

The following Articles and/or Sections of these By-Laws may not be modified:

ARTICLE III MEMBERSHIP, Section 3.6

ARTICLE IV GOVERNANCE, Section 4.3, paragraph (f)

ARTICLE VIII: DISOLUTION, Section 8.1 and 8.2

ARTICLE IX: ASSOCIATION, Section 9.1, 9.2, 9.3, and 9.4

ARTICLE X CONFLICT OF INTEREST, Section 10.1

ARTICLE VIII: DISSOLUTION

Section 8.1 Distribution of Assets

The Charter (Article of Incorporation) provides: Upon the termination, dissolution, final liquidation or closure of this Corporation in any manner or for any reason, its asset, if any, remaining after payment of all liabilities of the Corporation, shall be granted to the City of Lafayette for the preservation and maintenance of Winding Stairs Community Park. All non-cash assets that are of use to the community park shall be donated to the City of Lafayette to be used for such purpose. All other non-cash assets shall be sold and the proceeds plus any cash shall be donated to the community park and/or used to purchase material and/or supplies and donated to the community park to help carry out the purpose specified in Article II of the Charter.

Section 8.2 Notification of Dissolution

If and when a need for dissolution of the Friends is determined, all members must be notified of a general membership meeting and the purpose of the meeting must be stated in the notice. Approval by at least two-thirds of the members in attendance at the meeting is required to dissolve the Corporation.

ARTICLE IX: ASSOCIATION

Section 9.1 Association with City of Lafayette

Friends of Winding Stairs, inc. shall maintain a working relationship with the City of Lafayette in order to support and enhance the community park for public use.

Section 9.2 Activities

Friends of Winding Stairs, Inc.'s "in-park" activities will be coordinated with and subject to the supervision of City of Lafayette personnel who are involved in municipal park management and the coordination of recreational activities. All construction of new facilities or modification of existing facilities shall be submitted to the Mayor of the City of Lafayette and approved by the City Council. Maintenance and rehabilitation of trails including replacement of signs, timbers to stabilize trails or drainage, and the repair or replacement of safety fence boards, do not require City Council approval. New trails will be approved by the Board of Directors and the Mayor of the City of Lafayette.

Section 9.3 Minutes

Friends of Winding Stairs, Inc. shall provide the City Recorder of Lafayette with the signed minutes of all Corporation meetings. The Treasurer shall provide the City Recorder of the City of Lafayette with a copy of bank statements at the end of each calendar quarter and a financial statement for the preceding year at the end of January.

Section 9.4 Policy of Non-Favoritism

Friends of Winding Stairs, Inc. shall show no-favoritism to any particular political or religious organization.

ARTICLE X CONFLICT OF INTEREST

Section 10.1 Interest of Members

All members shall be required to disclose, in writing, any known interest that they or their immediate family members have in any entity that transacts business with the Corporation. Where actual or potential conflict of interest exists, such individuals shall not participate in making decisions regarding transactions with the entity.

ARTICLE XI ADOPTION

Section 11.1 Adoption of By-Laws

Adopted at the Steering Committee meeting held on _____, 2014, in the Council Room of Lafayette City Hall.

ARTICLE XII CERTIFICATION

Section 12.1 Certification of By-laws

This is to certify this is a true and accurate copy of the Corporation's By-Laws.

Chairperson Date

Secretary Date