

BYLAWS OF
The Friends of Wompatuck State Park



Revised 12/18/2017

Approved by the membership on 1/15/2018

Table of Contents

ARTICLE I. NAME OF ORGANIZATION.....	3
ARTICLE II. PURPOSE.....	3
Section 2.1. Nonprofit Purpose.....	3
Section 2.2 Specific Purpose.....	3
ARTICLE III. Membership.....	3
Section 3.1 Eligibility for Membership.....	3
Section 3.2 Classes of Membership.....	3
Section 3.3 Rights of Members.....	3
ARTICLE IV. Meetings of Members.....	3
Section 4.1 Regular Meetings.....	3
Section 4.2 Annual Meeting.....	3
Section 4.3 Notice of Meetings.....	4
Section 4.4 Voting.....	4
Section 4.5 Action by Writing.....	4
Article V. Board of Directors.....	4
Section 5.1. General Powers.....	4
Section 5.2. Numbers and Election.....	4
Section 5.3. Requirements and Qualifications.....	4
Section 5.4 Term of Office.....	4
Section 5.5 Removal.....	4
Section 5.6 Vacancies.....	5
ARTICLE VI. OFFICERS.....	5
Section 6.1 President.....	5
Section 6.2 Vice President.....	5
Section 6.3 Secretary.....	6
Section 6.4 Treasurer.....	6
Article VII. Committees.....	7
Section 7.1 Committee Formation.....	7
Section 7.2 Standing Committees.....	7
Article VIII. Amendments.....	7

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is The Friends of Wompatuck State Park located in Hingham, Massachusetts. This corporation may be referred to by the abbreviation FOW.

ARTICLE II. PURPOSE

Section 2.1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.2 Specific Purpose

The Friends of Wompatuck State Park in Hingham, Massachusetts is an all-volunteer, not-for-profit group dedicated to educating the public on the park's uses and historical value, and helping the Massachusetts Department of Conservation and Recreation preserve, maintain, and enhance the assets, history, habitat, and other features within Wompatuck State Park.

ARTICLE III. MEMBERSHIP

Section 3.1 Eligibility for Membership

The members of the corporation shall be persons of good character who are interested in Wompatuck State Park in Hingham, Massachusetts, who subscribe to the mission statement of the organization, and who pay a one-time membership fee. In addition to individuals, any corporation or organization that subscribes to the mission statement of FOW is eligible for membership, consistent with the terms and conditions of membership determined by the Board of Directors. Membership may be terminated by resignation or removal as outlined below.

Section 3.2 Classes of Membership

While a one-time membership fee is all that is required, the level of yearly financial giving affords members various designations as determined by the board of directors.

Section 3.3 Rights of Members

Each member shall be eligible to cast one vote during monthly meetings and elections.

ARTICLE IV. MEETINGS OF MEMBERS

Section 4.1 Regular Meetings

Regular meeting of the members shall be held monthly on the third Monday of each month at the Wompatuck State Park Visitor Center.

Section 4.2 Annual Meeting

An annual meeting of the members shall take place in the month of December in lieu of the regular member meeting. At the annual meeting the members shall elect directors, officers, and committee

chairpersons, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 4.3 Notice of Meetings

A notice of each meeting shall be given to the general membership, by e-mail, not less than 3 days prior to the meeting.

Section 4.4 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 4.5 Action by Writing

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the Board Members consent to the action in writing (including via e-mail) and the written consents recorded by the Secretary. Such consents shall be treated as a vote at a meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1. General Powers

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 5.2. Numbers and Election.

The number of Directors shall be fixed at seven, consisting of four elected officers and three elected board members. The four officers and board members, whose terms have expired, shall be elected by a majority vote of the general members present at an Annual Meeting each December. Nominations for board members and officers will be taken at least 30 days prior to the Annual Meeting. In addition, nominations for elected positions will be accepted from the floor on the day of the Annual Meeting.

Section 5.3. Requirements and Qualifications

Board members are expected to regularly attend Friends of Wompatuck meetings, communicate effectively with other board members, and work with committees, members, officers, and the community for achieving the goals of the Friends of Wompatuck.

Section 5.4 Term of Office

The officers and board members, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. No vote on new members of the Board of Directors shall be held unless a majority of the Board of Directors is present.

All officers are elected for 1-year terms without term limits. All board members are elected to 2-year terms, without term limits. However, upon the initial election of board members, in order to create board continuity, one board member will serve an initial 3-year term, one will serve the expected 2-year term, and one will serve an initial 1-year term.

Section 5.5 Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by members of the Board of Directors if, in their judgement, the best interest of the Friends of Wompatuck would be

served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. A removal will require two-thirds of votes cast to support the action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Section 5.6 Vacancies

Nominations for any vacancies of officer or board member positions will be collected and voted upon at the next meeting following the vacancy. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI. OFFICERS

The officers of the Board of Directors shall be the President, Vice President, Secretary, and Treasurer. All officers are automatically granted the status of member of the Board of Directors for the term of their service.

Section 6.1 President

The President is expected to review and understand the organization's articles of incorporation and by-laws, policies and procedures, financial and legal situation, and strategic goals. As the organization's ambassador, the President acts as a spokesperson to the larger community. He or she speaks in public on behalf of the organization and advocates for the cause.

The President is also expected to preside over monthly meetings and advisory committee meetings and set the agendas, which are focused on key strategic issues. As "chief volunteer," the President works with the other elected officers and Board of Directors, Friends of Wompatuck members, DCR, and the community to further the organization's mission. The President serves as ex officio on committees.

The President should also attend or even help to organize events hosted by the Friends of Wompatuck and should maintain visibility in the community.

Many characteristics combine to make a successful President. They include a track record of active FOW membership and knowledge of the organization, demonstrated community leadership; being respected by board members, members, and key stakeholders; able to lead the board in handling difficult issues; and, the ability to communicate, listen and seek input from others. The President should feel comfortable delegating. Strong group dynamic skills are essential to keep meetings running smoothly and to deal with any conflicts that may arise.

Section 6.2 Vice President

The Vice President reports to the President and FOW Board of Directors. The Vice President is the Chief Operating Officer of the organization and assists the president as required.

Essential functions of this position include presiding at meetings and other events when the President cannot attend, performing the duties and exercising the powers of the President in case the President is unable to fulfill his/her role, assisting in overseeing the operation of the organization, providing reports on

the general state of the organization at monthly meetings, and providing or arranging training for other officers when required.

A successful Vice President has a track record of active membership and knowledge of the organization and good communication skills.

Section 6.3 Secretary

The Secretary is responsible for attending monthly Friends of Wompatuck meetings with the specific task of taking detailed minutes. Following each meeting, the Secretary should prepare and distribute the minutes to the FOW membership and update the minutes to reflect amendments approved by the FOW members. The Secretary is also responsible for maintaining the Gmail list of FOW contacts and regularly updating this list to include new members. The Secretary should also assist the other officers in preparing a list of yearly projects completed. The Secretary should communicate with the FOW membership via Gmail as requested by Officers. If relinquishing the position, the Secretary should work with the newly elected Secretary to transfer knowledge and materials.

Section 6.4 Treasurer

The Treasurer is charged with overseeing the management and reporting of the organization's finances. The Treasurer should possess financial literacy, attention to detail, timeliness in completing tasks, clear and accurate record keeping, and a willingness to ask questions and be questioned.

Specific responsibilities include making timely deposits to the FOW checking account, paying bills and issuing reimbursements as directed by the Board of Directors, and providing a monthly cash flow report at monthly meetings.

The Treasurer also needs to work with FOW project managers for budgeting purposes, file the annual 990N or 990EZ as required by the IRS code, file the yearly report with the Commonwealth of Massachusetts, and arrange for an annually review proper insurance coverage, which includes the following:

- Evaluating risk protection of members and its officers
- Reviewing coverage to eliminate overlapping coverage currently provided by DCR
- Maintain an inventory listing of major FOW assets for insurance purposes.

The Treasurer should also possess basic accounting knowledge, familiarity with or willingness to learn automated financial reporting as per the Board of Director's requirements, a willingness to maintain online banking in order to facilitate access to account information by the President, the ability to communicate electronically, general business management experience, and be proficient in basic computer skills.

Article VII. Committees

Section 7.1 Committee Formation

The Board may create committees as needed. The general membership will, at the annual meeting, elect committee chairs or whenever a vacancy exists. Committee chairpersons may hold other elected positions within the Friends of Wompatuck.

Section 7.2 Standing Committees

In order to help the Friends of Wompatuck meet its annual goals, there are to be five standing committees:

1. Events

The purpose of this committee is to coordinate knowledge about permits and resources regarding the planning and execution of our yearly events, including Snowpatuck, Discovery Day, and the Landmine Classic.

2. Corporate Sponsorship

The purpose of this committee is to coordinate a yearly corporate sponsorship drive and maintain relationships with our corporate sponsors.

3. Membership

The purpose of this committee is to review and propose membership levels and execute on a yearly membership drive. The chair of this committee is responsible for welcoming new members and maintaining a list of current members.

4. Trails

This committee is comprised of three distinct positions: the Trail Care leader, who is to coordinate Trail Care events and maintain a list of projects to be completed, the TrailWatch coordinator, who works closely with DCR to maintain a visible presence in the park, and the lead coach for the Wompy Warriors, who is working to cultivate the next generation of trail ambassadors through mountain biking.

5. Social Media/Publicity

The social media and publicity committee is to make the public aware of Friends of Wompatuck events, to advertise Trail Care events, and to work with the media to communicate our accomplishments.

Article VIII. Amendments

Any of these bylaws above may be amended in a regular meeting, provided that the amendment is made at one meeting, recorded in the minutes, and approved with a two-thirds vote at the subsequent month's meeting. Amendments can also be made at the annual meeting by a motion from the floor.