

ARTICLES OF INCORPORATION
of
FRIENDS OF PUNDERSON STATE PARK REGION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1724.01 et seq., Revised Code of Ohio do hereby certify:

ARTICLE I

The name of the corporation is FRIENDS OF PUNDERSON STATE PARK REGION INC. OF GEAUGA COUNTY, OHIO

ARTICLE II

The place in the State of Ohio where the principle office of the FRIENDS OF PUNDERSON STATE PARK REGION INC is located is at Punderson State Park 11755 Kinsman Road, Newbury Ohio 44065

ARTICLE III

Section 1.

The Corporation is formed for the following purposes:

- a. To promote and enhance Punderson State Park facilities and provide services to the community by offering opportunities for the public to discover the natural and cultural history of the area.
- b. The Friends Group will act as a base of support for Punderson State Park by assisting the park staff, raising funds and accepting donations to aid park operations, and act as a link between the park and surrounding community.
- c. To supplement shortfall from tax revenues and program fees.
- d. In furtherance of said purpose and powers, the corporation shall have all of the powers granted Friends of Punderson State Park Region Inc. by the provisions of Chapter 1724 of the Ohio Revised Code as such laws are now in effect and by every statute of the State of Ohio hereafter enacted whereby the purposes, powers, rights, and privileges of a corporation organized under Chapter 1724 of the Ohio Revised Code are increased, diminished or in any way affected, shall be applicable to this corporation if such statute has been in force at the date of filing these Articles of Incorporation.

- e. Each purpose specified in any clause or paragraph contained in this Article III shall be deemed to be independent of all other purposes herein specified, and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

Section 2.

This organization shall be a perpetual non-profit corporation with all members, officers, and Directors serving without payment for services rendered. No part of the assets of the organization shall be used for the benefit of, or to be distributed to, any member, member club, or any type member organization.

Upon any dissolution of the corporation none of its property and assets shall be distributed to any member, trustee, or officer of the corporation, or to any other individual, but all of its property and assets of every nature and description shall be applied to such, the Trustees may determine public charitable purposes in Geauga County, Ohio.

The corporation shall not engage in any transactions described as “prohibited” by the provisions of the Internal Revenue Code relating to the exemption of organizations from income and profit taxes.

Section 3.

The President shall authorize the Treasurer to reimburse any member for any out of pocket expenses with approval of the Board of Directors.

ARTICLE IV

Membership: A general membership of the Friends of Punderson State Park Region, Inc. shall be defined as:

Membership is accomplished by filling out an application, payment of dues to the Treasurer and acceptance by the applicant of the Bylaws and Standing Rules of the Friends of Punderson State Park Region, Inc. All are considered active members who have paid their dues prior to Oct. 1 of that calendar year.

Regular Membership

Section 1

- a. Open to any person eighteen (18) years of age or older
- b. Shall be entitled to one (1) vote and to hold office

Family Membership

Section 2

- a. Open to any group of persons living together as a family, including all legal dependents, with at least one (1) person eighteen (18) years of age or older.
- b. Family members eighteen (18) years of age or older shall be entitled to one (1) vote (with a maximum of two (2) votes per family) and to hold office.
- c. Only one (1) member of a family unit shall be entitled to hold an elected office.

Senior Membership

Section 3

- a. Open to any person sixty-two (62) years of age or older
- b. Shall be entitled to one (1) vote and hold office
- c. Any person sixty-two (62) years of age or older with three (3) years of paid dues and active as a VIP, is granted a lifetime membership with dues paid.

Associate Memberships

Section 4

- a. Open to any group desiring to support the Friends of Punderson State Park Region Inc.
- b. Shall be entitled to one (1) vote.
- c. Shall not be entitled to hold any office
- d. Shall be entitled to have one (1) representative of their group, who is a member in good standing, to be elected as a Director.

Corporate Sponsor

Section 5

- a. Any business or firm interested in supporting the activities and ideals of the Friends of Punderson State Park Region Inc.
- b. Shall have no voting privileges

- c. Membership requires approval of membership during any regular meeting with a quorum in attendance.

ARTICLE V

Board of Directors: Shall be responsible for the management of the association.

- Section 1. The board shall consist of a representative for each group represented, one at large representative and the president of the association. The groups represented can be changed by a majority vote of the Board
- Section 2. All Directors must be members in good standing at the time of nomination. This membership must be maintained for their complete term of office. Members shall declare their primary interest group when joining the association
- Section 3. The Board members shall serve a term of two (2) years. Each individual group represented will make nominations for their representatives. After eligible candidates are selected they shall be voted on by the membership in attendance.

Officers:

- Section 1. The officers shall be as follows: President, Vice President, Secretary and Treasurer.
- Section 2. The following stipulations will apply to the above-mentioned officers:
 - a. A term will consist of two (2) calendar years.
 - b. Vacancies will be filled by general elections
 - c. Nominations of general members for officer positions will be accepted from the general membership during the October meeting.
 - d. Only general members shall have voting privileges.
 - e. Elections will be held no later than the last business meeting of the year.
- Section 3. The president
 - a. Shall preside over all meetings of the Board of Directors, general membership and executive council according to accepted rules of parlance
 - b. Shall be an ex-officio member of all standing and special committees.
 - c. Has the option to appoint committees. The President may dissolve such committees.

- d. Responsible for overseeing representation of the organization at Punderson State Park staff meetings.
- e. Shall perform other duties as usually pertain to the office or as may be assigned by the Executive Council.

Section 4. The Vice President

- a. Shall serve in the absence of the President
- b. Shall perform other duties as usually pertain to the office or as may be assigned by the President or Executive Council.
- c. Serve on the membership committee.

Section 5. The Secretary

- a. Shall record the minutes of the General Membership, Executive Council and special meetings and be responsible for presenting minutes of each meeting.
- b. Be responsible for all communications.
- c. Shall retain copies of the bylaws, Standing Rules, Special Rules, minutes and committee reports and have them on hand at every meeting.
- d. Keep an updated list of members.

Section 6. The Treasurer

- a. The Treasurer will be responsible for handling all association funds in accordance with direction from the association.
- b. Will pay bills only when clearly authorized and when receipts for expenditures are attached.
- c. Make all reports concerning the association as may be required by the State of Ohio or the Internal Revenue Service.
- d. Present statements of the financial condition of the association at all meetings and upon request.
- e. Receive membership dues and donations.
- f. Upon the expiration of the term, the Treasurer shall deliver all money or other property of the association in their possession to their successor or to the President.
- g. Books shall be available to the Audit Committee for review.
- h. Serve on the membership committee

ARTICLE VI

Standing Committees

- Section 1. Committees will be formed and dissolved by the organization as needed. The President shall conduct the selection of committee members from the general membership during monthly meetings by offering memberships on a voluntary basis.
- Section 2. Associate members may be asked to serve on committees or they may be asked to serve on committees as consultants.
- Section 3. All committees shall report at monthly meetings.
- Section 4. The Audit Committee will review the association's books on an annual basis or whenever deemed necessary.
- a. A new committee will be formed each October.
 - b. The Audit Committee will review and shall report at the next monthly meeting.
- Section 5. The Executive Committee shall consist of all officers and the Board of Directors.
- Section 6. Volunteers in the Park Committee (VIP's). Shall consist of VIP's with a defined purpose and a paid staff position.
- Section 7. The Membership Committee, shall maintain a permanent record of all current members, and supply the Secretary with current copies. Shall be authorized to verify membership to the President and Executive Council.
- a. Shall be responsible for membership drives.
 - b. Shall notify members when they are in arrears or for renewals.
 - c. Shall receive applications of new members and renewals, and pass monies on to the treasurer.
 - d. Shall verify the information on the membership applications and issue membership cards.
 - e. Shall adopt a procedure or notifying the president of scheduled committee meetings.

ARTICLE VII

Meetings

- Section 1. Meetings will be held monthly or every other month basis and shall be open to all members and guests.

- Section 2. The Roberts Rules of Order need not be strictly adhered to but shall constitute the basis for conducting an orderly meeting of the association.
- Section 3. At all meetings of the members, the members present shall constitute a quorum. The quorum must include at least one officer to conduct official business.
- Section 4. Special meetings of the organization shall be called by the President at the direction of the Board of Directors, whenever business of such importance arises that in the opinion of the Board of Directors a decision should be sought from the general membership. A date must be set with sufficient time allowed for the Recording Secretary to mail notice of the meeting to all members at least two weeks before the meeting date.
- Section 5. All meetings of the Board of Directors shall be open to any active member in good standing, but nothing herein shall prevent the Board from considering specific items of business in private session, providing the final vote on any such item of business shall be held in open session.

ARTICLE VIII

Amendments

- Section 1. Written notification of proposals to revise or amend the by-laws will be presented to the President.
- Section 2. The proposed revision or amendment will be presented to the association at the next monthly meeting
- Section 3. All proposed revisions or amendments must have two readings at monthly meetings before being put to a vote.
- Section 4. By-Laws may be revised or amended by a two-thirds majority vote of the general membership present, with a quorum in attendance.
- Section 5. These by-laws shall be effective February 1, 2006

ARTICLE IX

Disclaimer

As provided for in section 1702.12 (e) of the Ohio Revised Code, all officers serving the association shall be indemnified and held harmless for any actions on behalf of the association.

ARTICLE X

Liability

- Section 1. All persons, clubs or corporations extending credit to, contracting with, or having claim against the Association or the Board of Directors shall look only to the funds and property of the Association for payment of any debt, damage, judgment, or decree or any other money that may otherwise become due or payable to them from the Association or the Board of Directors. So that neither the members of the Association or the Board of Directors, past, present, or future, shall be liable personally therefore.
- Section 2. In the event of the dissolution of the Association, all assets remaining after fulfilling payment of all obligations shall be given to a charity, or charities chosen by the general membership.