

**BYLAWS
OF THE
OZARK SOCIETY**

BYLAW 1. NAME AND LOCATION

- 1.1 The trade name of the organization shall be the "Ozark Society."
- 1.2 The Ozark Society is incorporated in the state of Arkansas as a non-profit organization.
- 1.3 The Ozark Society's fiscal year shall be the calendar year.

BYLAW 2. PURPOSE AND POWERS

- 2.1 The Ozark Society is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.2 The principal purpose of the Ozark Society is to preserve wild and scenic rivers, wilderness, and unique natural areas of the Ozark-Ouachita region and its associated bottomland habitat. The Ozark Society promotes the conservational, educational and recreational use of the natural resources of the Ozark-Ouachita region, including but not limited to its ecological, historical, archeological, scientific and aesthetic qualities.
- 2.3 It shall be the objective of the Ozark Society to encourage and cooperate with other groups and organizations to secure the perpetuation of these natural resources.
- 2.4 No part of the net earnings of the Ozark Society shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the Ozark Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in previous articles hereof. No substantial part of the activities of the Ozark Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ozark Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Ozark Society shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

BYLAW 3. BOARD OF DIRECTORS

- 3.1 The Board of Directors shall be the governing body of the Ozark Society. It shall govern the Ozark Society consistent with the Articles of Incorporation and these Bylaws.
- 3.2 The Board shall consist of members who serve as President, Vice President, Secretary, Treasurer, Past President, Communications/Membership Chair, Conservation Chair, Education Chair, Community Engagement Chair, Archival Chair, the Chapter Chairperson from each active chapter, and one or two Directors elected at large from each state with an

active chapter.

3.3 The officers shall be the President, Vice President, Secretary, and Treasurer. The Executive Committee shall consist of the officers and one additional board member selected by the President. The Executive Committee shall be responsible for the management and day-to-day activities of the Ozark Society.

3.4 Board members shall serve two calendar years following their election.

3.5 Board members may serve successive terms. There shall be no term limits.

3.6 A member of the Ozark Society may not hold more than one Board position.

BYLAW 4. DUTIES OF THE BOARD OF DIRECTORS

4.1 The PRESIDENT shall call and preside over all meetings of the Board of Directors and the general membership, define the responsibilities of special committees and appoint and remove their members, exercise general supervision over the affairs of the Ozark Society, enforce the Articles of Incorporation and these Bylaws, be an ex officio member of the Ozark Society Foundation, and have such other powers as may be designated by the Board of Directors.

4.2 The VICE PRESIDENT shall perform the duties of the President in case of absence or incapacity and shall assist the President in conducting the organizational and administrative affairs of the Ozark Society.

4.3 The ARCHIVAL CHAIR shall serve as historian and archivist to the Ozark Society and shall be responsible for acceptance and collection of historical materials for archival repository.

4.4 The COMMUNICATIONS/MEMBERSHIP CHAIR shall be responsible for publishing the newsletter, maintaining the website, and sending email communications. Also, in coordination with the Treasurer, the Chair shall record the payment of dues and maintain the membership database.

4.5 The CONSERVATION CHAIR shall be responsible for the conservation activities of the Ozark Society. The Chair shall report to the President, Board of Directors and general membership on all issues of interest, including all litigation, legislation, and regulatory matters concerning the Ozark Society as a whole, its chapters and the Ozark-Ouachita region.

4.6 The EDUCATION CHAIR shall be responsible for public outreach programs to schools and community organizations, and shall offer assistance in membership education.

4.7 The TREASURER shall, under the general supervision of the Board, have custody of the funds of the Society, disburse and invest the Ozark Society's funds in interest bearing accounts, keep proper accounting of funds, and submit to the Board of Directors and general membership reports of the financial affairs of the Ozark Society at the end of each fiscal year and at such other times as may be required.

- 4.8 The COMMUNITY ENGAGEMENT CHAIR shall be responsible for overseeing activities which increase the visibility of the Ozark Society with the public in the broader community.
- 4.9 The PAST PRESIDENT shall perform ad hoc duties as agreed by the Board of Directors.
- 4.10 The SECRETARY shall maintain the records of the Ozark Society, keeping records of all proceedings, including keeping minutes of meetings of the Board of Directors and of the general membership.
- 4.11 STATE DIRECTORS shall coordinate conservation efforts for their respective regions.
- 4.12 CHAPTER CHAIRPERSONS shall represent and vote as empowered by their chapters.

BYLAW 5. MEETINGS OF THE BOARD OF DIRECTORS

- 5.1 The Board shall meet at least three (3) times each calendar year, which may include meetings held in conjunction with membership meetings.
- 5.2 Meetings shall be called by the President or by petition of a majority of the Board. The President shall send the agenda to all board members, via mail or email, prior to a regular or called meeting. Meetings may be held electronically.
- 5.3 Seven or more voting board members shall constitute a quorum. Action may be taken by a majority vote when a quorum is present.
- 5.4 Board members may vote by proxy when unable to attend a meeting. A board member who is unable to attend may designate another person to represent him/her. In order to designate a proxy, a board member must notify the President, in writing or electronically, prior to the meeting and must state the name of the designee to serve as proxy. The designee must be a member of the Ozark Society, but may not be a current board member. The designee must be physically present at the meeting to vote on all issues brought before the Board. The President will recognize the proxy and the board member he/she represents at the beginning of the board meeting.

BYLAW 6. NOMINATION AND ELECTION OF DIRECTORS

- 6.1 Nominations for board positions shall be made by a nominations committee appointed by the Board of Directors.
- 6.2 Nominees shall be announced and elected at a general membership meeting of the Ozark Society. Board members shall be elected by a majority vote of the members present and voting at the general membership meeting.

BYLAW 7. REMOVAL OF DIRECTORS

- 7.1 A board member may be removed, with or without cause, by a two-thirds (2/3) vote of the general membership present and voting at a properly called meeting of the Ozark Society.
- 7.2 If a board position becomes vacant, the President shall appoint a member of the

Ozark Society to fill the vacancy until the end of the current term of office for the position.

BYLAW 8. CONFLICT OF INTEREST POLICY

8.1 An "interested person" is any board member who has a direct or indirect financial interest in a proposed transaction of the Ozark Society.

8.2 A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

8.2.1 An ownership or investment interest in any entity with which the Ozark Society has a transaction or arrangement

8.2.2 A compensation arrangement with the Ozark Society or with any entity or individual with which the Ozark Society has a transaction or arrangement or

8.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Ozark Society is negotiating a transaction or arrangement.

8.3 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

8.4 A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

8.5 Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

8.6 After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

8.7 If the Board determines that a conflict of interest exists, it shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the Ozark Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

8.8 Failure to Disclose: If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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8.9 Minutes: The Secretary shall keep minutes that contain the names of interested persons, the nature of the conflict, and any board action taken in the matter.

- 8.10 Each board member shall annually sign a statement which affirms such person:
- 8.10.1 Has received a copy of the conflicts of interest policy;
 - 8.10.2 Has read and understands the policy;
 - 8.10.3 Has agreed to comply with the policy; and
 - 8.10.4 Understands that the Ozark Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

BYLAW 9. STANDING AND SPECIAL COMMITTEES

9.1 The Board of Directors and/or President may appoint or disband standing and special committees as the need arises.

9.2 The Board of Directors and/or President shall define the responsibilities of each committee.

BYLAW 10. MEMBERSHIP AND VOTING

10.1 The general membership of the Ozark Society shall consist of persons who are interested in supporting the Ozark Society. By joining, members affirm their intention to comply with the provisions of the Articles of Incorporation and these Bylaws.

10.2 Each member of the Ozark Society has one vote.

10.3 Classes of membership shall consist of:

10.3.1 Annual Members who are either new members or renewing members who have paid membership dues for the current calendar year.

10.3.2 Life Members who were granted lifetime membership in the Ozark Society prior to 1 January 2018.

10.4 The Board of Directors shall set the dues structure of the Society.

10.5 Membership shall terminate:

10.5.1 Upon the death, resignation or termination of an individual member;

10.5.2 Non-payment of annual dues after a grace period may result in termination of a membership.

BYLAW 11. MEETINGS OF THE GENERAL MEMBERSHIP

11.1 There shall be at least one (1) meeting of the Ozark Society's general membership each calendar year. Notice of this meeting shall be communicated in the Ozark Society's publication. Notice shall be deemed sufficient when it is published on the Ozark Society's website.

11.2 Other meetings of the general membership may be called by the Board of Directors, by a majority vote of the membership present and voting at any previous meeting, or by a written petition signed by twenty (20) or more voting general members and delivered to the Secretary. The President shall designate the time and place for a called meeting, provided that the general membership is given at least thirty (30) days' notice of such

meeting.

- 11.3 Any number of voting members present at a general membership meeting shall constitute a quorum. Only those voting general members who are physically present at a meeting shall be eligible to vote. Action may be taken by a majority vote.

BYLAW 12. CHAPTERS

- 12.1 Members of the Society may, upon approval of the Board of Directors, form a chapter of the Ozark Society. No less than ten (10) voting members shall apply to the Board with the proposed name of the chapter.
- 12.2 Within ninety (90) days after receiving notice of the Board's approval, the applicants shall hold an organizational meeting to adopt and elect officers for the chapter. Upon adoption, the bylaws shall be submitted to the Board for approval. Upon approval of the bylaws, the Board shall formally charter the new chapter.
- 12.3 Each chapter is authorized to participate and cooperate in supporting the activities and goals of the Ozark Society. Each chapter is authorized to undertake activities and support projects consistent with the mission of the Ozark Society. Major undertakings, involving matters of Ozark Society policy, shall be submitted for approval by the Board or by a meeting of the general membership before a chapter may take action.
- 12.4 Each chapter shall control the admission and expulsion of its members. Expulsion from chapter shall not constitute expulsion from the Ozark Society.
- 12.5 Each chapter shall control its own finances, levying its own dues separate from and in addition to membership dues for the Ozark Society.
- 12.6 The Board of Directors, by a two-thirds (2/3) vote cast at a regularly scheduled meeting, may suspend or annul a chapter if it deems that the chapter has taken action inconsistent with the mission of the Ozark Society. Before any vote is taken on suspension or annulment, the Secretary shall give notice to the chapter involved and allow reasonable time for presenting arguments and for complying with any requests the Board may make of the chapter. Members of a suspended or annulled chapter shall continue to be members of the Ozark Society.

BYLAW 13. HONORS AND AWARDS

- 13.1 The Board may recognize members or other individuals for awards in honor of distinguished service. The Board shall decide the nature of such awards.
- 13.2 Any member of the Ozark Society may propose a candidate or candidates for an honor or award.
- 13.3 The Neil Compton Award, established in 1973, honors Dr. Neil Compton, who founded the Ozark Society and served ten years as its first president. This award is given to an outstanding conservationist who furthers the ideals of the Ozark Society.

BYLAW 14. MEMBER SAFETY AND CONDUCT

14.1 The Ozark Society shall exercise due care to safeguard the persons and property of all participants in its activities. All participants, including guests, agree to abide by the decisions of the officers and activity leaders concerning safety during Ozark Society activities.

14.2 All individuals who participate in Ozark Society activities do so at their own risk and agree to hold the Ozark Society harmless from any and all claims, causes of action, or liability arising from loss or injury suffered during such participation.

BYLAW 15. DISSOLUTION

15.1 Upon dissolution of the Ozark Society, the Board of Directors shall dispose of any remaining assets, after payment of all debts and discharge of all liabilities, to the Ozark Society Foundation.

15.2 If the Ozark Society Foundation is no longer in existence or no longer serves the goals of the Ozark Society, then the Ozark Society's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Ozark Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

BYLAW 16. CONSTRUCTION OF BYLAWS

16.1 All questions as to the construction or meaning of these Bylaws shall be settled by a majority vote of the Board of Directors.

BYLAW 17. BYLAW AMENDMENTS

17.1 Amendments to these Articles may be proposed by a two-thirds (2/3) vote of the Board of Directors or by written petition signed by not less than twenty (20) voting general members and delivered to the Secretary. The Board shall consider the proposed amendment and may approve it by a two-thirds (2/3) vote.

17.2 Provided that the amendment receives Board approval, the Board shall inform the membership of its content. At the next general membership meeting, the proposed amendment shall be voted on by all members present and in good standing. A proposed amendment must be approved by a majority of those voting.

Original Bylaws 6 Jul 1962. Revised; 10 Apr 1983, 10 Apr 2010, 9 Nov 2019.