# BYLAWS

## OF

# FRIENDS OF HEALING SPRINGS NATURAL AREA, INC.

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## ARTICLE I – NAME AND PURPOSE

### Section 1. Name

The name of this organization is Friends of Healing Springs Natural Area, Inc. (the “Corporation”).

### Section 2. Purpose

The Corporation is organized exclusively for charitable, scientific, and educational purposes under Section 501(c)(3) of the Internal Revenue Code. Its mission is to preserve, protect, restore, and enhance the ecological integrity, public access, and educational value of the Healing Springs Natural Area in Highfill, Arkansas, and surrounding conservation lands.

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## ARTICLE II – OFFICES

The principal office of the Corporation shall be located in Arkansas at a location determined by the Board of Directors. The Corporation may maintain additional offices as needed.

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## ARTICLE III – BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

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## Section 2. Number and Composition

The Board of Directors shall consist of five (5) voting members:

1. One (1) director appointed by the Healing Springs Property Owners Association (POA)
2. Four (4) at-large directors elected or appointed by the Board in accordance with these Bylaws

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## Section 3. Qualifications

Directors shall have an interest in conservation, environmental stewardship, education, recreation management, or community service.

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## Section 4. Terms

Directors shall serve staggered three (3) year terms unless otherwise specified by the Board during initial organization.

To establish staggered terms at formation:

- 2 directors: 1-year initial term
- 2 directors: 2-year initial term
- 1 director: 3-year initial term (POA seat may rotate per POA policy)

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## Section 5. POA Appointed Director

The POA-appointed director shall be designated in writing by the Healing Springs Property Owners Association and may be replaced at the discretion of the POA.

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## Section 6. Vacancies

Vacancies shall be filled by majority vote of the remaining directors, except the POA seat, which shall be filled by the POA.

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### Section 7. Removal

Any at-large director may be removed by a two-thirds vote of the Board for cause, including but not limited to misconduct, failure to attend meetings, or actions contrary to the mission.

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### Section 8. Quorum and Voting

A majority of directors (3 of 5) shall constitute a quorum.
Actions shall be approved by a majority of directors present at a meeting with quorum.

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## ARTICLE IV – MEETINGS OF THE BOARD

### Section 1. Regular Meetings

The Board shall meet at least quarterly.

### Section 2. Special Meetings

Special meetings may be called by the President or any two directors.

### Section 3. Notice

Notice shall be given at least 5 days in advance for regular meetings and 48 hours for special meetings.

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## ARTICLE V – OFFICERS

### Section 1. Officers

The officers of the Corporation shall include:

- President
- Vice President
- Secretary

- Treasurer

Officers are selected from the Board.

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### Section 2. Duties

**President:**

- Leads meetings
- Provides strategic direction
- Serves as primary spokesperson

**Vice President:**

- Assists President
- Fills in when President is absent

**Secretary:**

- Maintains minutes and records
- Handles official documentation

**Treasurer:**

- Oversees finances
- Maintains financial records
- Prepares financial reports

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### Section 3. Election and Term

Officers are elected annually by the Board.

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## ARTICLE VI – COMMITTEES

The Board may establish committees as needed. Standing committees may include:

- Stewardship & Trails Committee
- Conservation & Ecology Committee

- Education & Outreach Committee
- Fundraising & Grants Committee

Committees may include non-board members but shall not have governing authority.

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## ARTICLE VII – ADVISORY COUNCIL

The Corporation may establish an Advisory Council composed of non-voting members, which may include representatives from:

- Arkansas Natural Heritage Commission
- Arkansas Game & Fish Commission
- Arkansas Department of Transportation
- Local educational institutions
- Conservation organizations
- Watershed or ecological experts

Advisory Council members provide technical guidance only and do not vote or hold fiduciary responsibility.

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## ARTICLE VIII – CONFLICT OF INTEREST

The Corporation shall adopt and enforce a Conflict of Interest Policy requiring disclosure of any financial or personal interest in matters before the Board. Directors with a conflict shall recuse themselves from voting.

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## ARTICLE IX – COMPENSATION

Directors shall not receive compensation for service as directors. However, the Corporation may reimburse reasonable expenses incurred in performing duties.

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## ARTICLE X – INDEMNIFICATION

To the fullest extent permitted by Arkansas law, the Corporation may indemnify directors and officers against expenses and liabilities incurred in the performance of their duties.

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## ARTICLE XI – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided that notice of the proposed amendment is given at least 7 days prior to the meeting.

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## ARTICLE XII – FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

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## CERTIFICATION

These Bylaws were adopted by the Board of Directors on July 21, 2026.

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