

# **Lynyrd Skynyrd Monument, Inc. Bylaws**

**As Amended March 20, 2022**

## **ARTICLE 1 – ORGANIZATION**

The Lynyrd Skynyrd Monument, Inc. (“LYNYRD” or “LSM”) shall be a non-profit corporation, incorporated in the state of Mississippi. Its address is 7364 Easley Rd, Magnolia, MS 39652. Its period of duration shall be perpetual.

## **ARTICLE 2 - PURPOSE**

LYNYRD is dedicated to preserving and promoting the heroic and selfless acts of the citizens, first responders and medical professionals that came to the aid of the victims of the October 20, 1977 crash of the plane carrying members of the Lynyrd Skynyrd band. Its membership is open to anyone, regardless of religious or non-religious affiliation, sexual orientation, gender, gender identity, age, race, or nationality. LYNYRD exists for the purpose of providing financial and volunteer support to maintain awareness and recognition of the band, the monument site and the role of those that responded to the crash. And further, to broaden this awareness beyond the local area throughout the state, the United States and abroad. LYNYRD works to achieve this through active participation of community members, foreign and domestic and corporate sponsors in LYNYRD programs and in concentrated support for its programs and projects. LYNYRD shall work closely with its leadership and its program sponsors:

- To educate the public consistent with its Purpose
- To support, promote, and maintain high standards
- To recognize and promote a diverse membership
- To promote and encourage active participation in the broader community
- To promote and encourage involvement in the LYNYRD programs, either as active participants or as a volunteer assistants
- To raise funds to assist LYNYRD programs and projects

In fulfilling its purpose, LYNYRD is not limited in its activities or affiliations other than as expressly prohibited herein or by its 501(c)(3) status if and when such tax exempt status is approved. This corporation is organized exclusively for educational 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. The corporation at this time plans to seek federal 501(c)(3) tax exempt status.

## **ARTICLE 3 - MEMBERSHIP**

Membership is open to any person, regardless of religious or non-religious affiliation, sexual orientation, gender, gender identity, age, race, or nationality. All such other interested and acceptable persons who desire membership shall be eligible for membership. Businesses shall be eligible for membership (Corporate Member) with approval of the Executive Board.

Founding member dues shall be set by the Executive Board and shall be in perpetuity. A Founding Member shall be a member who is accepted and membership is paid in full not later than December 31, 2020. Member dues, classes of membership and terms shall be set by the Executive Board and may be changed at the approval of the Executive Board. Initial classes of membership will be 1) Founding Member, 2) Individual/Family Member and 3) Business Member. Dues shall be payable in full at acceptance as a member. Dues may be increased or decreased by the Executive Board. The Executive Board may also establish other levels of membership consistent with fulfilling its purpose.

## **ARTICLE 4 - OFFICERS**

Officers shall consist of a President, Vice President, Treasurer and Secretary. The Treasurer and Secretary offices shall be fulfilled by the same person. There shall be such committee chairpersons and other officials as the President shall appoint from time to time and additional officers as the Executive Board may approve and appoint.

The initial officers shall be:

President – Bobby McDaniel

Vice President – P. Dwain Easley

Treasurer – Miles Pat Nelson

Secretary - Kristina Anderson

Election of Officers - Election of officers, when required due to tenure or vacancy, shall take place at the next scheduled meeting or as near there to as is reasonable (the Election Meeting). The proposed nominations may be accepted from the Executive Board and from the floor at such meeting and may include nominations submitted by electronic means. The full slate as nominated and accepted by the Executive Board will be presented and voted upon at the Election Meeting. Officers shall serve for one year terms and may be reappointed. Only members in good standing shall hold office or vote in elections, unless this provision is waived by the Executive Board. Voting shall be by secret ballot at the Election Meeting. The President may forego the secret balloting and call for election by voice vote if he deems that the electors are clearly in favor of such procedure.

In the event there is more than one person nominated for any one office, then whoever wins the majority of votes cast shall be deemed winner of the election. In the event there is but one nominee for any particular office, and that nominee does not receive the majority of votes cast, then the Executive Board shall appoint an eligible member to serve in that office, and hold that office until next regular election, or in the alternative, the Executive Board may determine to hold another election for that particular office. Installation of officers shall be at the time of acceptance of the election results by the Executive Board or at such other time as the Executive Board may decide, except that such installation must take place not later than the next meeting of the members or the Executive Board, whichever first occurs.

#### ARTICLE 5 - DUTIES OF OFFICERS

President - It shall be the duty of the President to preside at all regular and special meetings and all Executive Board meetings. The President shall perform all of the duties of the office; shall appoint all committees and committee chairpersons and shall be an ex-officio member of all committees, except the nominating committee. The President shall also sign all contracts, checks and disbursements, subject however, to the approval or ratification of the Executive Board. He shall be able to disburse funds up to \$1,000 in his sole authority. The President shall have authority to schedule, attend and represent LYNRYD in meetings with appropriate parties in direct furtherance of LYNRYD's stated purposes.

Vice President - The Vice President shall act as President in the event of his absence or incapacity. If the President is unable to serve, the Vice President shall assume his duties and authorities unless replaced by the Executive Board. The Vice President shall assume other duties as determined by the President or the Executive Board.

Secretary - It shall be the duty of the Secretary to keep a record of all regular and special meetings, and all Executive Board meetings. It shall also be the duty of the Secretary to maintain a procedure book which is a record of the activities of the corporation compiled into a permanent form. The Secretary shall maintain a list of the membership's current address, send out all notices when not hereinafter provided for, receive all LYNRYD correspondence and send special letters, unless otherwise provided for by direction of the President.

Treasurer - It shall be the duty of the Treasurer to receive all monies and contributions or gifts due to the corporation and deposit same in a place approved by the Executive Board. The Treasurer shall disburse the funds of the corporation only for approved purposes. The Treasurer shall present a statement of account at all regular meetings and at other times when requested to do so by the President or Executive Board and shall make a full report at the annual meeting. The accounts of the Treasurer may be audited by a committee approved by the President.

#### ARTICLE 6 – BOARD of DIRECTORS

The corporation will have a Board of Directors (the “Executive Board”) consisting of the initial or then elected officers and at least one elected board member (the “Directors”). The Directors of the Executive Board shall serve

until the election and qualification of their successors. The duties of the Executive Board shall be as enumerated herein. The Executive Board shall constitute a quorum if at least the President or Vice President and two other Directors are present. Meetings of the Executive Board shall be held as needed. Special meetings of the Executive Board may be called by the President or by a majority of the Executive Board. No director shall receive compensation for service on the Executive Board.

The corporation may have up to seven (7) voting directors. Additional directors may be chosen by the then Directors at any time. Vacancies may be filled by majority vote of the remaining Directors. Regular meetings of the Executive Board shall be held bimonthly or as otherwise set by the Board, the time to be fixed by the Board at its first meeting of the year. It is noted however, that at times, due to other commitments of the members, it may not be reasonable to obtain a quorum. Under such circumstances, action may be taken upon unanimous approval of the available members. Such actions shall be subject to review by a full quorum within sixty days of such action having been taken, at which time the full quorum may reverse the action. Meetings may be held in person or by any other method as agreed by the Board. The duties of the Executive Board shall be:

1. To transact necessary business and such other business as may be referred to it.
2. To create standing committees or special committees and approve committee plans of work.
3. To present a report at the regular meetings and annual meeting.
4. To approve any disbursements in excess of the President's limit.
5. To approve any amendment or change to these Bylaws.

#### ARTICLE 7 – MEMBER MEETINGS

Member meetings of LYNRYD shall be held at such time and place as set by the Executive Board. Special meetings may be called by the Executive Board, three days notice having been given unless otherwise agreed by all board members. Notice to Board Members and attendance by Board Members at any meeting may be by electronic means or by telephone.

The annual meeting of the members shall be in October or such other time as the Executive Board may decide. At the annual meeting, all annual reports shall be received and the new officers and board members, if any and if organized, shall hold a joint session. At the joint session, the retiring officers and board members shall transfer all books and papers in their possession and belonging to the corporation to the new administration, and otherwise advise the new administration as to the status of affairs of the corporation.

#### ARTICLE 8 – ADVISORY BOARD, STANDING AND SPECIAL COMMITTEES

The corporation, by action of the Executive Board, may also establish an Advisory Board to provide guidance and direction in related professional, educational, fund raising and other areas as it may decide. Such Advisory Board may make recommendations to the Executive Board and the President but will have no authority to take action or commit the corporation unless expressly provided by vote of the Executive Board.

The Executive Board may create standing or special committees as it may deem necessary to promote the objects and carry on the work of LYNRYD. No committee work shall be undertaken without the consent of the Executive Board. The power to form special committees and appoint their members rests with the Executive Board. The President shall be a member ex-officio of all committees except the nominating committee.

#### ARTICLE 9 - PROPERTY RIGHTS

Membership in LYNRYD shall not title or vest any of the members or officers or directors or other boards or committees with any property rights or rights having monetary value of any kind whatsoever, including, but not limited to, property rights or monetary rights.

#### ARTICLE 10 - AMENDMENT

These by-laws may be amended by a majority vote of the Executive Board members present at any called meetings. Such amendments may only be recommended by the Executive Board, and shall be presented in writing

and read at the meeting prior to the time of voting.

**ARTICLE 11 - RELATIONSHIP WITH OTHER ORGANIZATIONS**

LYNYRD shall operate independently of any other organization. At no time should LYNYRD make recommendations or become directly involved in the day to day operation of any church, school or similar programs.

**ARTICLE 12 - ADDITIONAL PROVISIONS**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the corporation 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 Article 2 hereof.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Bylaws, the corporation 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. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. The corporation expects to seek status as a not for profit under section 501(c)(3) of the Internal Revenue Code.
4. No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE 13 - DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 corporation 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.

IN WITNESS WHEREOF, we the undersigned, officers of LYNYRD SKYNYRD MONUMENT executed these Amended Bylaws on March 20, 2022.

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President / Date

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Vice President / Date