

**BYLAWS OF THE FRIENDS OF THE GLEN ROCK ARBORETUM, INC.**

**ARTICLE I**

**Name**

- 1.1. The name of the organization shall be “Friends of the Glen Rock Arboretum, Inc.”

**ARTICLE II**

**Purpose**

- 2.1 The purposes of this organization are:
- 2.1.1. To preserve, maintain, develop and insure continued existence of the Glen Rock Arboretum;
- 2.1.2. To develop an informational, educational and cultural program and facilities for people of all ages in the community;
- 2.1.3. To focus public attention on the arboretum, its facilities, services and activities; and
- 2.1.4. To encourage gifts, endowments and dedicated bequests to the arboretum] as well as to aid and support the arboretum's development with financial contributions.

**ARTICLE III**

**Membership**

- 3.1. Membership in the organization is open to all people who sympathize with its purposes without regard to sex, race, color, national origin, disability or residence.
- 3.2. The Board of Trustees may determine from time to time the amount of annual dues to be paid by members.
- 3.3. A person shall become a member in good standing for a period of one year upon payment of the annual dues.
- 3.4. No member of the organization shall be accorded any special privilege or service from the Friends of the Glen Rock Arboretum.
- 3.5. Annual membership dues shall be payable on a rolling basis.

**ARTICLE IV**

**Officers**

- 4.1. At the conclusion of the annual meeting, the Board of Trustees shall elect a President, Vice-President, Recording Secretary, Treasurer and other officers as it shall deem necessary.
- 4.2. Each officer shall serve a period of two years or until a successor is elected except that the offices of President and Treasurer shall initially serve a one-year term. The position of any two or more Officers may be held by the same person; however, no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these by-

laws to be executed acknowledged, or verified by two or more Officers. The Board, by resolution adopted by a majority of the entire Board, may remove any Officers, with or without cause.

4.3. Office of the President.

4.3.1. The President shall be the chief officer of the organization and chair of the Board of Trustees, shall preside at all meetings of the organization and of the Board of Trustees, and shall present a written report of all activities of the organization at the annual meeting.

4.3.2. The President shall appoint a chair for each committee and shall be an exofficio member of all committees except the nominating committee.

4.3.3. The President shall have the general powers and duties of management usually vested on the office of president of a corporation. From time to time the President may delegate to any other Officer any or all of these duties and authority.

4.3.4. The office of the President may be held by two Board of Trustees, each serving as Co-President. The office of Co-President shall have only one vote in all matters.

4.4. Office of the Vice-President.

4.4.1. The Vice-President shall become acting president in the absence or disability of the President.

4.5. Office of the Recording Secretary:

4.5.1. The Recording Secretary shall keep the minutes and records of the organization and be official custodian of the records.

4.5.2. The Recording Secretary shall present to the membership at any meetings any communications addressed to the organization.

4.5.3. The Recording Secretary shall give and serve all notices of meetings of the Board of Trustees and general membership.

4.5.4. Assistant Secretaries, if elected, shall have duties and possess authority as may be delegated to them by a simple majority of the Board of Trustees.

4.6. Office of the Treasurer:

4.6.1. The Treasurer shall receive and have charge of all funds of the organization and the disbursement of the same, shall keep accounts of all money received and disbursed and shall make a monthly report to the organization.

4.6.2. The Treasurer shall file the appropriate reports to government agencies annually.

4.6.3. Assistant Treasurers, if elected, shall have duties and possess authority as may be delegated to them by the Treasurer.

4.6.4. The accounts shall be reviewed annually by the auditing committee, or upon a simple majority vote of the Board of Trustees, by an outside auditor.

4.7. Each Officer shall, as needed, present a report in writing at the annual meeting.

4.8. Officers shall by virtue of their office be members of the Board of Trustees.

4.9. No Officer shall for reason of office be entitle to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or trustees from receiving compensation from this organization for duties other than as a trustee or officer.

## **ARTICLE V Meetings**

5.1. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Trustees or the President. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Trustees of the Corporation or the validity of actions of the Corporation. The election of trustees who shall assume their positions at the close of the annual meeting, filing of annual reports and the transaction of business shall occur at this meeting. A meeting of the Board shall immediately follow the annual membership meeting, at the same place, to elect officers and to take other action that may come before the meeting.

5.2. A quorum for the transaction of business shall be a majority of members in good standing.

5.3. Special meetings of the members may be called by the president when he/she deems it for the best interest of the organization. Special meetings of the Members shall be held upon not less than ten, or more than sixty days' notice given by mail. This notice shall specify the time and the place of the meeting.

5.4. The members or the Board or any committed of the Board may act without a meeting if, prior or subsequent to the action, each member or Trustee or committee member shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting.

5.5. The fiscal year shall be April 1 through March 31.

## **ARTICLE VI Nominating Committee**

6.1. The president shall, with the advice and consent of the Board, appoint a nominating committee of one or more members, provided that at least one Member of the nominating committee shall be a Trustee. The nominating committee shall recommend to the Board the names of persons to be submitted for election as Trustees. The Trustees shall be elected by the Members at the annual meeting of Members.

## **ARTICLE VII Board of Trustees**

7.1. The affairs and business of the organization shall be managed by a Board of Trustees which shall consist of at least five (5) members including the officers of the organization. All activities and functions sponsored by the Friends of the Glen Rock Arboretum must be approved by the Board of Trustees. Such Board of Trustees shall only act in the name of the organization when it shall be regularly convened by its chair after due notice to all the Trustees of such meeting.

7.2. A majority of the Trustees shall be residents of Glen Rock.

7.3. The Trustees shall serve two-year terms, except that half of the trustees shall initially serve one-year terms. Any one or more (but not all) of the Trustees may be removed during their term for cause by the affirmative vote of a majority of all the Trustees. Any vacancy occurring in the Board, however caused, may be filled by the affirmative vote of a majority of the remaining Trustees even though less than a quorum of the Board, or by the members of the organization, at an annual meeting or a special meeting called for that purpose. A Trustee so elected shall hold office until the next succeeding annual meeting.

7.4. A simple majority of all the members of the Board of Trustees shall constitute a quorum.

7.5. Meetings of the Board of Trustees shall be held regularly each month.

7.6. The President of the organization by virtue of his/her office shall be chair of the Board of Trustees.

7.7. The Board of Trustees shall approve and authorize payment for any and all contracts which they, in their discretion, may determine to be necessary in the conduct of the business of the organization

7.8. Special meetings of the Board of Trustees may be called by the chair of the Board of Trustees or by any of the Trustees. Special meetings of the Trustees shall be held upon not less than two days' notice given personally or by telephone, or upon not-less than four days' notice given by depositing notice in the United States mails, postage prepaid. This notice shall specify the time and the place of the meeting.

7.9. Board Member Emeritus.

7.9.1. There shall be a category of Trustee known as a *Board Member Emeritus* who shall be nominated and elected by the Board of Trustees. Board Members Emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus Members shall serve two-year renewable terms for as long as they remain active in the work of the Thielke Arboretum, and may end their term at any time. Emeritus Member candidates will have served the board with distinction and be considered deserving of such position for outstanding service.

7.9.2. A Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Trustees, to attend all Board of Trustees meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by the Thielke Arboretum. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, shall not be entitled to hold office, or entitled to vote at any board meeting.

7.9.3. In order to be considered for designation as a Board Member Emeritus, a person must be a current or former member of the Friends of the Glen Rock Arboretum Board of Trustees who has:

7.9.3.1. Served the Friends of the Glen Rock Arboretum Board of

Trustees with distinction;

7.9.3.2. Held an important leadership role, and made or continues to make significant contributions;

7.9.3.3. Engaged in major volunteer or advocacy activities in his or her service on the Board;

7.9.3.4. Completed the term(s) for which he or she was appointed; and

7.9.3.5. Participates in one or more Thielke Arboretum activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.).

7.9.4. Annually, with the recommendation of the Board Nominating Committee, will consider potential candidates and may nominate one or more individuals for a Board Emeritus position. The Nominating Committee will present the nomination(s) along with supporting statements to the Board of Trustees for its consideration. A simple majority vote of Trustees present at a meeting at which a quorum is present is sufficient to approve an appointment.

## **ARTICLE VIII Committees**

8.1. The Board, by resolution approved by a majority of the entire Board, may appoint from among the Trustees one or more committees (other than the nominating committee provided for in Article VI) of one or more members, each of which to the extent provided in the resolution, shall have and may exercise the authority of the Board. However, no committee can take any of the following actions:

8.1.1. Make, alter, or repeal any bylaws of the organization;

8.1.2. Elect or appoint any officer or Trustee, or remove any officer or Trustee;

8.1.3. Make any grants or distributions of funds;

8.1.4. Submit to members any action that requires the approval of members; or

8.1.5. Amend or repeal any resolution previously adopted by the Board.

8.2. All committee chairs of the organization shall be appointed by the president, and the terms of office shall be for one year or until the committee completes its task. The Board, by resolution adopted by a majority of the entire Board, may appoint one or more persons to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members of a committee; abolish any committee at its pleasure; or remove any members of a committee at any time, with or without cause.

8.3. A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of that committee.

8.4. Vacancies shall be filled by a majority of the entire Board of Trustees.

8.5. The president shall be *ex officio* a member of all committees except the nominating committee.

8.6. Actions taken at a meeting of any committee shall be kept in a record of its proceedings. This record shall be reported to the Board at its next meeting following the committee meeting, except that when the meeting of the Board is held within two days after the committee meeting, the report shall be made to the Board at its second meeting, if not made at the first meeting. Each committee shall present a written report at the annual meeting.

**ARTICLE IX  
Dissolution**

9.1. Upon the dissolution of the corporation, assets shall be distributed to a 501(c)(3) organization whose purposes are similar to this organization. No funds shall inure to the benefit of any member.

**ARTICLE X  
Parliamentary Authority**

10.1. The rules contained in the current edition of *Robert's Rules or Order, Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

**ARTICLE XI  
Amendment of Bylaws**

11.1. These bylaws may be amended at any membership meeting of the Friends of the Glen Rock Arboretum by a two-thirds vote of those present and voting, provided that the amendments were submitted to the Board of Trustees in writing thirty days in advance of the meeting for publication to the general membership.

**ARTICLE XII  
Force and Effect of By-laws**

12.1. These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act"), and the certificate of incorporation of this organization, as it may be amended from time to time. If any provision in these bylaws is inconsistent with a provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern to the extent of the inconsistency.

IT IS HEREBY CERTIFIED THAT THE FOREGOING AMENDED BYLAWS WERE ADOPTED BY RESOLUTION OF THE BOARD OF TRUSTEES AS OF FEBRUARY 6, 2021.

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Angela Vila, Secretary