

Bylaws of The Friends of Hopewell Furnace NHS

**Bylaws  
of  
The Friends of Hopewell Furnace**

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# Bylaws of The Friends of Hopewell Furnace NHS

## BYLAWS

of

### THE FRIENDS OF HOPEWELL FURNACE

(A Pennsylvania Nonprofit Corporation)

#### **Article I Offices, Mission, and Administration**

**Section 1.01. Registered Office.** The registered office of the corporation in the Commonwealth of Pennsylvania shall be 2 Mark Bird Lane, Elverson, Pennsylvania, 19520, until otherwise established by a vote of a majority of the Board of Directors in office, and a statement of such change is filed in the Pennsylvania Department of State; or until changed by an appropriate amendment of the articles of the incorporation.

**Section 1.02. Other Offices.** The corporation may also have offices at such other places as the Board of Directors may appoint or the business of the corporation requires.

**Section 1.03. Mission.** The Friends of Hopewell Furnace National Historic Site (hereinafter referred to as "Friends") is an organization whose mission is to support the preservation, maintenance and activities of Hopewell Furnace National Historic Site, (hereinafter referred to as the "Park"). The Friends shall be a voluntary, non-profit, incorporated association and shall have the following objectives:

1. To create public support for an expanding Park program.
2. To encourage gifts, endowments and memorials for the Park.
3. To intensify community awareness and use of the Park.
4. To provide direct financial assistance by purchasing special and unusual items which would be of benefit but cannot be purchased from the budget of the Park.
5. To sponsor programs designed to aid the mission of the Park.
6. To encourage people to become Park volunteers.
7. To sponsor educational seminars.
8. To author and publish pamphlets and books about the Park's History.
9. To organize social events at local establishments.
10. To bring together individuals and groups at local, regional and national levels.
11. To promote awareness of the programs and activities through social media.
12. To assist and/or advocate the protection of natural and cultural resources.
13. To comply with the laws of the Commonwealth of Pennsylvania and to the laws of the United States of America pertaining to the Internal Revenue Service code 501(c)(3).

**Section 1.04. Fiscal Year.** The fiscal year of the corporation shall begin on October 1<sup>st</sup> and end on September 30<sup>th</sup> of the following year.

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**Section 1.05. Terms of Office.** The Board of Directors (hereafter referred to as the Board) is composed of both officers and directors. All officers and directors shall have a term of office beginning January 1<sup>st</sup> and ending based on the duration of their term as assigned by the Board. The officers shall be assigned term duration of 1 year and the directors may be assigned term duration of 1, 2, or 3 years. There is no limit to the number of terms served for any board member. The objective for the director's term of office shall be staggered such that only 1/3 of the directors shall be up for reelection in any given year.

**Section 1.06. Meeting Types, Quorum, Motions.** There are two types of meetings: member meetings or board meetings. Being present or in attendance at a meeting may be either physical or via video conferencing as defined in Section 15.05. Regardless of meeting type, a quorum is required to approve motions. A quorum for either meeting type is defined as three officers present and one third of the directors present. At a member meeting, all members present may make motions and vote on the motions. At a board meeting, normally board members may make motions and vote on the motions. The Board may allow time during the board meeting for any member present to make and vote on motions. For either type of meeting, in the event of a tie vote, the presiding officer may break the tie. The Bylaws contained within are at times left open for interpretation and allow the current Board to set policies and procedures based on the current needs of this corporation. This corporation may also refer to Robert's Rules of Order to assist with governing rules of situations not covered in these Bylaws.

**Section 1.07. President Emeritus.** The Board may offer to any prior President an honorary title of President Emeritus for a one-year term. The Board shall annually review for consideration of approval all such honorary appointments. This honorary appointment entitles the individual to full membership privileges however the President Emeritus may make motions but not vote. Should this individual desire to become a Board member then he or she must follow the standard practice of payment of dues.

**Section 1.08. Corporate Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

## Article II Members

**Section 2.01. Dues.** After a payment of dues and expressed interest in the purpose of the corporation, an individual is granted membership that runs one year from the time of sign up. A membership card is issued and may be sent via mail. In addition, a thank you card, a schedule of upcoming meetings and programs may be sent via mail. The Board may determine from time to time the membership categories and annual dues payable by the members. The Board may extend an honorary membership to any individual directly involved with a fund-raising activity that directly benefits the Friends. However, this does not entitle him or her to be eligible for Board membership unless he or she makes the normal payment of dues.

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**Section 2.02. Discipline.** The Board, by affirmative vote of two-thirds of all of the members of the Board, may issue a leave of absence or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments. Upon written request, a former member may be reinstated by payment of dues and any other such terms as the Board may deem appropriate.

## **Article III Meeting of Members**

**Section 3.01. Meeting Place.** Meetings of the members shall be held at the Park, or at such other place or ~~places~~, via audio/video conferencing as defined in Section 15.05 as may from time to time be fixed by the Board.

**Section 3.02. Annual Member Meeting.** At a Board Meeting no later than September, the Board shall determine the date of the upcoming Annual Member Meeting. The Annual Member Meeting shall normally be held on the 2nd Sunday of November in each year unless the standard date is changed by the Board with notification sent to all Board Members. The primary purpose for the Annual Member Meeting is to hold the election of the Officers and Directors (whose terms are expiring) as well as review the Annual Report. Additional nominations for officers and directors made from the floor may be considered for election. Other business may also be brought before the Board at this meeting. All members in good standing are entitled to vote using one of the voting methods as defined in Section 3.07. If the election needs to be delayed for any reason, the Board shall arrange for the election to be held in the following month utilizing all of the approved methods for the election but no later than December of that same year.

**Section 3.03. Nominating Committee.** At a Board Meeting no later than August, the President shall appoint three members who are not officers to serve as a Nominating Committee which shall confer promptly and be prepared to place in nomination the names of candidates to fill both the officers and directors whose terms are expiring for the ensuing year. The committee shall elect its own Chairperson. The nominations shall be presented at the September meeting. Staggering the director's term of office such that only 1/3 will be up for election in ensuing years, may be achieved in the first year of implementation by nominating 1/3 for one year, 1/3 for two years and 1/3 for 3 years. For all subsequent years all the directors may receive 3-year terms of office.

**Section 3.04. Special meetings.** Upon the request of an Officer or of a Director who has called a special meeting, business transacted at the special meeting shall be confined to the subjects stated in the call and matters relevant thereto. At the request of at least 10% of the membership, a special meeting may be called.

**Section 3.05. Meeting Notices.** Notice of every meeting, stating the time, place and object thereof, shall be given at least seven days prior to the day named for the meeting. For Member meetings or meetings for fundamental change shall be given at least

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ten days' notice. Methods of notification may include flyers, social media, e-mails, phone calls, press releases, U.S. mail and any other method of communication deemed appropriate.

Section 3.06. **Member Voting Rights.** Every member of the corporation shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote. All persons who appear by such books or records to be members and have attained the age of eighteen are entitled to vote. In the case of family memberships each member of the family over the age of 18 shall have the right to one vote. In the case of a corporate member one natural person shall be appointed to cast one vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership. Ex officio members may not make motions or vote.

Section 3.07. **Voting Methods.** Voting methods may be determined by the Board. Elections for directors need not be by ballot except upon demand made by a member at the election and before the voting begins. Only those members in good standing who are present (as defined in Section 1.06) or have submitted their absentee vote such that their vote is received prior to the election may vote. The absentee vote is either via e-mail or via US Mail. These absentee votes must include their full name and current phone number consistent with the Friends records.

The email votes must be sent to the Friends email address of:

FriendsOfHopewellFurn@gmail.com .

The US Mail votes must be sent to the Friends mailing address of:

Friends of Hopewell Furnace NHS, 2 Mark Bird Lane, Elverson, PA 19520.

Section 3.08. **Election Judges.** In advance of the Annual Member Meeting, the Board may appoint judges of election, who need to be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointments at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

### Article IV Directors

Section 4.01. **Qualifications.** The business and affairs of this corporation shall be managed by its Board, at least 4 in number and less than 16 shall be natural persons having attained the age of 18 but who shall be members of this corporation. They shall be elected by the members at the annual meeting of members of the corporation, and each director shall be

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elected for a term of not more than 3 years as determined by the Board and until a successor shall be elected and shall qualify. There are no limits to the number of terms served.

Section 4.02. **Powers.** In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members. Each director's role shall be assigned by the Board and may be changed as the needs of the Board change.

Section 4.03. **Board Meetings.** The meetings of the Board may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 4.04. **Motions.** Any oral or written motion which may be made at a Board meeting requires a second as well as a simple majority vote for approval.

Section 4.05. **Committees.** The Board may establish committees consisting of at least one director, and as many other members including officers as deemed necessary by the Board. The committee may nominate a chairman and hold meetings as agreed by the committee members. Any member of the committee may report findings to the Board but only a director or officer may submit motions from this committee at a Board meeting.

Section 4.06. **Compensation.** The Board shall not be compensated for their services, and a director may not be a salaried officer of the corporation.

Section 4.07. **Disqualifications.** The Board may declare vacant the office of a director if he or she is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board, and fulfill such, other requirements of qualification as the Bylaws may specify. The Board may vote a director for a leave of absence.

## Article V Officers

Section 5.01. **Qualifications.** The executive officers of the corporation shall be chosen by the members, and shall be a President, Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons having attained the age of 18 but who shall be members of this corporation. The Treasurer, however, may be a corporation, but if a natural person, shall have attained the age of 18 but who shall be members of this corporation. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. The Board may secure the fidelity of any or all such officers by bond or otherwise.

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Section 5.02. **Removal from Office**. Any officer or director may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. An officer or director absent from 3 consecutive meetings without a reasonable excuse may be removed from office.

Section 5.03. **President's Role**. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation; shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. The President shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

Section 5.04. **Vice President's Role**. The Vice President and 2<sup>nd</sup> Vice President shall act in all cases for and as the President in the latter's absence or incapacity and shall perform such other duties as may be required to do from time to time.

Section 5.05. **Secretary's Role**. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or President. An assistant secretary may be appointed and approved by the Board.

Section 5.06. **Treasurer's Role**. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. An assistant Treasurer may be appointed and approved by the Board.

### Article VI Vacancy of Office

Section 6.01. **Filling a Vacancy**. If the office of any officer or director becomes vacant for any reason, the Board may nominate a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred. A special member meeting shall be held to vote on the nominee.

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## Article VII Books and Records

Section 7.01. **Safekeeping.** The corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its, Bylaws, including all amendments, thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective contact information and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated. A copy of the member's contact information shall be kept in a locked container at this same location.

Section 7.02. **Accessibility.** Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

## Article VIII Membership Certificates

Section 8.01. **Membership Identification.** Membership in the corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board may determine. The fact that the corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall bear the corporate logo as well as the non-profit corporation 501(c)(3).

## Article IX Business Transactions

Section 9.01. **Real Assets.** The Friends may make purchases of real property from previously approved funds or by an approval of a majority of the officers and one third of the directors. Prior to the Friends purchase of real property for the Park's use, the Park shall be notified and given an opportunity to decide whether to accept custodianship of such an item. The Friends may sell, mortgage, lease away or otherwise dispose of real property by an approval of a majority of the officers and one third of the directors.

Section 9.02. **Finances.** Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All



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such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.

Section 9.03. **Endorsements.** All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board may from time to time designate.

### Article X Fiscal Policy

**Section 10.01. Incidental Expenditures.** The President, Vice-President or Treasurer may authorize expenditures that benefit the Friends not in excess of \$250.00. Such expenditures shall be reviewed at the next board meeting and the Board may suspend these spending privileges. All expenditures in excess \$250.00 require prior authorization by the Board.

**Section 10.02. Board Approved Expenditures.** All checks for authorized expenditures may be signed by the Treasurer, or in the event of the Treasurer's unavailability, by the President, First Vice President, Second Vice-President, or Secretary and need not be countersigned.

**Section 10.03. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may approve or designate.

**Section 10.04. Trust Assets.** Where the Friends is appointed trustee of a trust, the Board will hold the assets in trust, and invest, maintain and expend the assets for the benefit of the Park.

### Article XI Annual Report

Section 11.01. **Annual Accomplishments.** The Board shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principal changes in assets and liabilities including trust funds, during the 2 years immediately preceding the date of the report.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of

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- the report, including separate data with respect to each trust fund held by or for the corporation.
5. The number of members of the corporation as of the date of the report, , and a statement of the place where the names and contact information of the current members may be found.
  6. A proposed annual budget.
  7. A report written by the President that is a reflection of his thoughts about the previous year.
  8. A summary of the activities either sponsored by the Friends or supported by the Friends
  9. A work plan for the ensuing year that gives a short description of each item in the plan.
  10. The titles of the officers and directors and the individuals holding the position and their tenure.
  11. The approved mission statement of the Friends.
  12. The results of the audit of the finances.

Section 11.02. **Filing Method**. This report shall be filed with the minutes of the meeting of members.

### **Article XII Indemnification**

Section 12.01. **Insurance**. The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses, of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

### **Article XIII Amendments**

Section 13.01. **Methods for change**. Proposed changes to the Bylaws, after approval of the Board, must be presented to the membership for a majority vote of members present at two consecutive board meetings. All members must be provided with these changes after the approval from these two consecutive board meetings. These changes will be sent to each member prior to the Annual Meeting.

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## Article XIV Termination of Corporation

**Section 14.01. Termination.** Upon termination, the corporation must file with the Pennsylvania Department of State articles of dissolution or articles of amendment, merger, consolidation, division, or conversion, and a statement of termination.

**Section 14.02. Voluntary Dissolution.** Upon voluntary dissolution, the corporation shall immediately cause notice of the winding up proceedings to be officially published and to be mailed by certified mail to each known creditor, and claimant and to each municipal corporation in which its registered office or principal place of business is located.

**Section 14.03. Resolution to Dissolve.** Upon approval of a resolution to dissolve, and after paying or making provision for the payment of all liabilities, the officers shall dispose of all the corporation's assets exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization under §501(c)(3) of the United States Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Code.

## Article XV Miscellaneous Provisions

**Section 15.01. Conference Call Meetings.** One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. A conference call meeting may discuss any previously approved funded activities or programs. A conference call meeting may discuss and approve funding of an activity or program as long as its total cost is less than \$250.

**Section 15.02. Capital Contributions.** So long as the corporation shall continue to be organized on a non-stock basis, the Board shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of section 5541 of the Nonprofit Corporation Law of 1988.

**Section 15.03. Permission for activities.** Activities of the Friends which shall entail use of the Park or involvement with the staff of the Park shall be coordinated with the Site Manager or Park Superintendent.

**Section 15.04. Custodianship of items.** The Friends shall maintain an inventory of all items either held in custodianship by the Park or by members of the Friends.

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Section 15.05. **Audio/Video conference meetings.** Audio/Video conference meetings using internet audio/video conferencing applications may be conducted in place of physical meetings providing all can either see or hear each other. The authority to approve motions or conduct business is the same as a physical meeting providing the quorum requirements are satisfied.

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## Approval Page

Signatures	2nd Vice	Date
<i>Just McCall</i>	President	13 Dec 2015
<i>Chris H. Jant</i>	Vice-president	13 Dec 2015
<i>Chae Howell</i>	President	13 Dec 2015
<i>Gene Delaplan</i>	President	13 Dec. 2015
<i>Laura Griffiths -</i>	Membership -	Dec. 13, 2015
<i>David Waters</i>	outdoor activ.	Dec. 13, 2015
<i>Edie Shaw Hammond</i>	public relations	
<i>Chris B. Hammond</i>	TREASURER	12/13/15
<i>Katherine A. Hyler</i>	Vice President	12/13/15
<i>Elissa Lewis</i>	Programs	12/13/15
<i>Jan T...</i>	Natural Resources	12/13/15
<i>Larry McCall</i>	secretary	13 Dec. 2015
<i>Chris H. Jant</i>	Chair of Bylaws	Jan 10, 2016