

Bylaws of The Friends of Thomas Edison National Historic Park

Approved by the Board of Trustees on March 8, 2017

1 Name

- 1.1 The name of the Corporation is the Friends of Thomas Edison National Historical Park (hereinafter referred to as “the Friends”).

2 Purpose

- 2.1 The Corporation has been formed as a charitable, non-profit organization under section 501(c)(3) of the Internal Revenue Code of 1954 to:
 - 2.1.1 Promote directly the historical, scientific, educational and interpretive activities of Thomas Edison National Historic Park (hereinafter referred to as “Thomas Edison NHP”);
 - 2.1.2 Stimulate interest in the West Orange Laboratory of Thomas A. Edison and his home Glenmont, which comprise Thomas Edison NHP, and to generate appreciation of their heritage and history;
 - 2.1.3 Assist in planning and sponsoring special events related to and supporting Thomas Edison NHP;
 - 2.1.4 Conduct fundraising projects for the purpose of sustaining the functions of the Friends and in support of the preservation, historic, scientific and interpretive activities of Thomas Edison NHP.
 - 2.1.5 Promote a close relationship between Thomas Edison NHP and both the local community of West Orange, New Jersey and the broader region.

3 Membership

- 3.1 In this and in any other portion of the bylaws, a majority is taken to mean more than 50% of the persons voting.
- 3.2 Any person who supports the objectives and work of the Friends, and who pays the annual dues established by the Friends, shall be a member of this Corporation from the date of the acceptance of their membership request and dues and shall be entitled to vote at any general meeting of the Corporation.
- 3.3 Members must renew their membership annually on or about their initial membership day.
 - 3.3.1 The Office Manager, in conjunction with the Membership Committee and the Secretary, will send expiry notices to members within 30 days of the day of their initial membership day.

- 3.4 The Board of Trustees shall, from time to time, establish levels of Annual Memberships and the dues, requirements, and qualifications associated with each level of membership.
- 3.5 The Membership Committee can at any time recommend to the Board a change in membership levels and their associated annual dues.
- 3.6 Termination of membership shall be the remedy for non-payment of fees.
- 3.7 "Appendix A: Membership, Benefits, and Dues" of this document shall list the current membership dues and membership benefits.
- 3.8 The Board (at official business meetings) or the Membership (at general membership meetings) can revise Appendix A of this document by majority vote without considering or modifying these bylaws themselves.
- 3.9 The Friends shall continue to honor Life Memberships that were created at the inception of this organization.
- 3.10 All members in good standing shall have the right to vote in person at all general meetings of the Membership of the Friends.
- 3.11 No member shall have any right or interests to or in the property assets of the Friends.

4 Board of Trustees

- 4.1 The Board of Trustees (hereinafter referred to as the "Board") is the governing body of the Corporation. The policy of the Friends shall be set by the Board who shall be responsible ultimately for all ventures, activities and transactions of the Friends.
- 4.2 Composition of the Board
 - 4.2.1 The Board shall be composed of nine (9) to fifteen (15) Friends members who share the mission and goals of the corporation and shall serve without compensation.
 - 4.2.2 The Superintendent of Thomas Edison NHP and/or his appointed designee will serve as an ex-officio member of the Board but shall have no right to vote.
- 4.3 Board members shall serve for three-year terms and shall be eligible for re-election. No Board member will serve more than three consecutive terms.
- 4.4 When a Board member dies, resigns, or is removed, the Board may appoint a member to serve until the next annual membership meeting at which time the vacancy will be filled by election of the membership as outlined in Section 4.7. The elected trustee will serve a full term in his or her own right.

- 4.5 Any Board member may be removed from the Board by an affirmative vote of the majority of Trustees present at an official meeting of the Board. Notice of the proposed removal will be given to members with the notice of the meeting. The Trustee involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.
- 4.6 If in any year an annual election shall not be held at the appointed time, the Board members, whose terms expire in that year, shall continue as Board members until their successors are elected.
- 4.7 At the Annual meeting of the Corporation membership, members of the Board of Trustees shall be elected by a majority vote to fill any vacancies which may exist or terms of office which will expire during that fiscal year. Such Board members shall be elected from the Corporation membership, duly placed in nomination as outlined in Section 4.8.
- 4.8 Prior to the Annual Meeting, the Governance Committee (see Section 6.8) will act as a nominating committee to develop a slate of Trustees for election.
 - 4.8.1 For the purposes of nominations, the Governance Committee must include at least three Friends members, the majority of whom must not be current Board members. If necessary, the Chair of the Board will appoint ad hoc members to the Governance Committee to attain the required composition for nominations.
 - 4.8.2 The nominations by the Governance Committee shall be presented in writing to the Members at the Annual Membership Meeting of the Friends.
 - 4.8.3 The nominations shall be available for inspection by any member of the Friends through the Friends website and shall be sent to the membership with the notice of the Annual Membership Meeting.
- 4.9 Nomination by Friends Membership
 - 4.9.1 Nominations by the Membership other than the slate presented by the Governance Committee will be accepted from the floor at the Annual Meeting in accordance with Robert Rules of Order.
- 4.10 Emeriti Advisory Council
 - 4.10.1 The Emeriti Advisory Council will advise the Board and the membership on policy matters. It will also provide a source of "corporate history" for FoTENHP.
 - 4.10.2 The Chair shall appoint the members of the Emeriti Advisory Council.
 - 4.10.3 Members who have served on the Board shall be eligible for the Emeriti Advisory Council.

5 Officers

- 5.1 The officers of the Corporation shall be Chair, Vice Chair, Secretary and Treasurer. The said officers shall be elected by the Membership at the Annual Meeting.
- 5.2 Officers must be members of the Board of Trustees.
- 5.3 Officers shall serve two-year terms beginning immediately after their elections. Officers may be elected to subsequent terms of office as long as they remain members of the Friends and members of the Board.
- 5.4 As may be deemed necessary or advisable from time to time, the Board may:
 - 5.4.1 Combine two or more of the aforementioned offices.
 - 5.4.2 Split any one of the offices into two or more entities.
 - 5.4.3 Provide additional offices.
- 5.5 Duties of the Officers
 - 5.5.1 The Board shall determine the duties of the officers. In general, these duties shall be as outlined in the following paragraphs.
 - 5.5.2 The Chair shall be the chief executive officer of the Corporation and shall represent the Friends in all official matters and preside over the Board and Membership Meetings. The Chair shall also perform such additional duties as the Board may assign.
 - 5.5.3 The Vice Chair shall function under the supervision of the Chair. It will be the duty of the Vice Chair to act in the absence or disability of the Chair. In the absence of the Chair, the execution by the Vice Chair on behalf of the Corporation of any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the Chair. The Vice Chair shall also perform such additional duties as may be assigned by the Chair or the Board.
 - 5.5.4 The Secretary shall be subject to the authority of the Board, and shall have such powers and authority as shall be delegated by the Board. The Secretary shall keep a record of all meetings of the Board and membership and shall keep in safe custody the corporate seal of the Corporation and all legal documents. The Secretary will present at each annual meeting a full report of the transactions and affairs of the Corporation for the preceding year and will also prepare and present to the Board such other reports as it may desire and request at such time or times as it may designate.

- 5.5.5 The Treasurer shall be subject to the authority of the Board and shall have such powers and authority as shall be delegated by the Board. The Treasurer will have general charge of finances of the Corporation. When necessary and proper, he or she will endorse on behalf of the Corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the Corporation or coming into his or her possession, in such bank or banks as may be selected by the Board of Trustees. He or she will deposit the same, together with all other funds of the Corporation coming into his or her possession, and will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Trustees.
- 5.5.5.1 *The Treasurer shall keep full and accurate accounts and he or she will present to the Board of Trustees at its' annual meeting his or her annual statement as Treasurer of the Corporation and will from time to time make such other reports to the Board as it may require. The annual statement of the Treasurer will be reviewed by an approved auditor.*
- 5.5.5.2 *The Treasurer will also maintain a current list of members in good standing by classification and supply a list of delinquent members to the Membership Committee.*
- 5.5.6 The duties and functions of other officers elected or appointed by the Board shall be subject to the authority of the Board, and shall have such powers and authority as shall be delegated by the Board.
- 5.5.7 Any officer may be removed with or without cause by the Board of Trustees by a vote of a majority of all of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that the notice of intention to consider said removal has been given to each Board member and to the officer affected at least ten (10) days beforehand.

6 Committees

- 6.1 There shall be an Executive Committee comprised of the Chair, Vice Chair, Treasurer, Secretary and one other Board member as the Chair may designate. The Superintendent of Thomas Edison NHP will serve as a non-voting ex-officio member of the Executive Committee.
- 6.2 There shall also be the following special committees appointed by the Board of Trustees:
- 6.2.1 Membership
- 6.2.2 Special Events and Fundraising
- 6.2.3 Public Affairs and Communications
- 6.2.4 Governance

- 6.3 The Chair or the Board of Trustees may from time to time designate such other special committees, including ad hoc committees, for the purpose of advising the Board, the officers and employee(s) of the Friends, if any, in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall by resolution prescribe.
- 6.4 The Friends Chair shall appoint committee chairpersons and committee members. Any paid-up member of the Friends can serve as a committee chairperson.
- 6.5 The Membership Committee shall be responsible for membership drives, and take reasonable action to encourage members to renew their memberships and to remain active in the Friends.
- 6.6 The Special Events and Fundraising Committee shall be responsible for planning special events; welcoming new members to the Corporation so as to make them feel a part of the activities; performing services and conducting activities in keeping with the nature of the TENHP and beyond the normal scope of TENHP activities.
 - 6.6.1 Additionally, the committee shall be responsible for fundraising activities. As a minimum, this committee will include the Chair (or Vice Chair) and Treasurer of the Friends and such other Corporate members deemed appropriate by the Board.
- 6.7 The Public Affairs and Communications Committee shall be responsible for publicizing activities of the Friends through social media and in local press, radio, television and other media and to otherwise disseminate educational information to promote the Thomas Edison NHP for the benefit of the public and posterity.
- 6.8 The Governance Committee shall present to the Annual Meeting of the Friends its report nominating the successors of those Trustees whose terms have expired, or of Trustees who have vacated their office prior to the end of the fiscal year.
- 6.9 All committee members shall be appointed by the Chair promptly after the Annual Meeting to serve until the following Annual Meeting or until their successors are appointed, provided, however that the Board shall have the power to discharge any committee at any time or remove any member thereof, with cause. Vacancies in any committee may be filled by appointment in the same manner as is provided for original appointment.
- 6.10 Each committee shall have such power and duties as shall be prescribed in these Bylaws or by resolution of the Board designating the committee.
 - 6.10.1 Unless otherwise provided in such resolution of Bylaws, each committee shall fix its own rules of procedure and shall meet at such times and places as may be provided in such rules, or by resolution adopted by such committee or by the Board.

- 6.10.2 Unless otherwise provided by resolution of the Board, at each meeting of a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum shall be present shall be the act of the committee.
- 6.10.3 An ad hoc committee shall limit its activities to the accomplishment of the task for which it shall be appointed. Upon completion of such task, such ad hoc committee shall stand discharged.
- 6.11 Unless otherwise stated in the Bylaws, each special committee shall consist of not less than three (3) members of the Friends, one (1) of whom shall be a Trustee.
- 6.12 The Executive Committee will serve as the central planning group for the organization and shall have general supervision and control of affairs of the Corporation in the interval between the meetings of the Board. Minutes shall be kept of its meetings and presented at the next regular meeting of the Board. A majority of the whole committee shall constitute a quorum.
- 6.13 An Advisory Committee, if deemed appropriate, may be appointed by the Board. The Advisory Committee shall consist of those persons so honored by the Board. Each Advisory Committee members shall have the right to attend all meetings of the Board but shall have no right to vote at business meetings of the Board. However, if they are members in good standing, they continue to have the right to vote at general and annual meetings as such meetings are defined in these bylaws.
- 6.14 The Chair or, in his/her absence. the Vice Chair, shall serve as ex-officio member of all Committees except the Governance Committee. These committees shall be responsible to the Board and shall not act in name and behalf of the Friends without the approval of the Board.

7 Meetings of the Board of Trustees

- 7.1 The Board of Trustees shall meet at least six times a year, during the months of February, April, June, August, October and December.
- 7.2 Regular meetings of the Board shall be called by the Chair who will endeavor to arrange such meetings to suit the convenience of a majority of the Board membership whenever possible.
- 7.3 Special meetings may be called by the Chair or Vice Chair in the Chair's absence, or by three members of the Board of Trustees.
- 7.4 The Secretary or his/her designee shall notify all members of the Board at least fifteen (15) days in advance of any meetings that are called.

- 7.5 Five members of the Board shall constitute a quorum for the transaction of business.
- 7.6 All transactions approved by the Board are subject to Memorandum of Understanding (also referred to as “FRIENDS GROUP AGREEMENT Between the NATIONAL PARK SERVICE Thomas Edison National Historical Park and The Friends of Thomas Edison National Historical Park”) in effect between the National Park Service and the Friends.

8 Meetings of the Corporate Membership

- 8.1 The April Board meeting shall be The Annual Meeting of the members of the Corporation.
- 8.2 The order of business at the Annual Meeting, unless modified or dispensed with by majority consent (see section 3.1), shall be as follows:
 - 8.2.1 Submission of the minutes of the last Annual Meeting and of all subsequent special meetings, excluding Board and Committee meetings.
 - 8.2.2 Report of Chair
 - 8.2.3 Report of Treasurer
 - 8.2.4 Any reports of Committees of special interest
 - 8.2.5 Unfinished business
 - 8.2.6 New Business
 - 8.2.7 Elections
- 8.3 Roberts Rules of Order shall govern proceedings at all meetings.
- 8.4 One fifth of the members entitled to vote shall constitute a quorum at the Annual Meeting and any special meeting of the Corporation (excluding Board meetings).
- 8.5 Special meetings of the Corporation may be called by the Chair or, in the case of his absence or inability to act, by a Vice Chair, or by five members of the Board of Trustees or upon petition signed by twenty (20) members in good standing. When special meetings of the Corporation are called, notice of the time and place of meeting and the subject proposed to be considered shall be given, as hereinafter provided, and no other business shall be transacted at such meetings.
- 8.6 Notice of all meetings of the Corporation must be sent to each member and must be e-mailed or delivered not less than ten nor more than thirty days prior to the day such a meeting will be held by the Secretary or the Office Manager.

- 8.7 When a meeting is adjourned to another time or place it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if the Board of Trustees fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to vote at such meeting.

9 Checks and Drafts Procedures and Approvals

- 9.1 All checks and drafts for the payment of money drawn on the accounts of the Corporation shall be signed by the Chair, Treasurer, or persons as may be designated from time to time by the Board of Trustees. Any checks in an amount greater than two hundred fifty dollars (\$500.00) shall require the signature of two persons so authorized to sign checks.
- 9.2 Expenditures between \$500.01 and \$1000.00 require a vote of the Executive Committee.
- 9.3 Expenditures above \$1000.00 require a majority vote of the Board.
- 9.4 All checks, drafts, and approvals thereof shall follow the procedures stated in Appendix B, "Expenditure Guidelines," of these bylaws.

10 Sale or Gift of Personal Property

- 10.1 In accordance with the charter, and to further the stated purpose of the Friends, securities or other personal property owned by the Friends may be sold or transferred by gift pursuant to authorization by resolution of the Board of Trustees, which resolution may contain authority to the Chair, a Vice Chair, or the Treasurer to assign and transfer any assets so authorized to be sold or transferred by gift and to execute any necessary written documents or authority incident thereto. Said resolution may authorize the Secretary to attest any such document and to affix thereto the seal of the Corporation. All such transactions are subject to the Memorandum of Understanding (also referred to as "FRIENDS GROUP AGREEMENT Between the NATIONAL PARK SERVICE Thomas Edison National Historical Park and The Friends of Thomas Edison National Historical Park").

11 Compensation of Officers or Trustees

- 11.1 No member of the Board of Trustees or any other officer shall:

- 11.1.1 Receive, directly or indirectly, any salary, compensation or emolument from the Corporation either as such officer or Trustee or in any capacity; or
 - 11.1.2 Be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing supplies thereto.
- 11.2 The position of Office Manager may be held by a person who is also a full time or part time employee of the Corporation. The compensation of such an employee may be based in part upon their service pursuant to resolution of the Board of Trustees.

12 Fiscal Year

- 12.1 The fiscal year of the Corporation shall end on the 30 of September of each year.

13 Seal

- 13.1 The Corporate seal shall have inscribed thereon, the Friends of Thomas Edison National Historical Park, 1984, New Jersey.

14 Indemnification of Trustees, Officers and Employees

- 14.1 The Friends shall indemnify any person made, or threatened to be made, a party to any civil or criminal action or proceeding other than one by or in the right of the Friends to procure a judgement in its favor, including any action by or in the right of any other Corporation of any partnership, joint venture, trust or other enterprise, which any Trustee or officer of the Friends served in any capacity at the request of the Friends, by reason of the fact that he, his testator or intestate, was a Trustee or officer of the Friends, or served such other corporation, partnership, joint venture, trust or other enterprise in any capacity, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, to the extent and in the manner prescribed by the Not-For-Profit Corporation Law of the State of New Jersey provided such Trustee or officer acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Friends and in criminal actions or proceedings in addition had no reasonable cause to believe that his/her conduct was unlawful.

- 14.2 The Friends shall indemnify any person made a part to any action by or in the right of the Friends to procure a judgement in its favor by reason of the fact that he, his testator or intestate, is or was a Trustee or officer of the Friends, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, to the extent and in the manner prescribed by the Not-For-Profit Corporation Law of the State of New Jersey provided such Trustee or officer had not breached his duty to the Friends as defined in said Not-For-Profit Corporation Law.
- 14.3 Except in the case of a person who has been wholly successful in his defense, such rights of indemnification under the foregoing Sections 14.1 and 14.2 shall be subject to the requirements for authorization by a specific resolution of the Friends in the specific case or by court order, all as provided in the Not-For-Profit Corporation Law of the State of New Jersey
- 14.4 Such rights of indemnification under the foregoing Section 14.1, 14.2 and 14.3 shall not be deemed exclusive of any other rights to which such Trustee or officer may be entitled apart from said Sections 14.1, 14.2 and 14.3.
- 14.5 The Board of Trustees, in its discretion, shall have power on behalf of the Friends, to indemnify any person, other than a Trustee or officer made a party to any action, suit or proceeding, by reason of the fact that he/she, his/her testator or intestate, is or was an employee of the Friends.

15 Dissolution

- 15.1 Upon dissolution of the Corporation, its assets shall be transferred to the United States Government – National Park Service, for the benefit of Thomas Edison National Historical Park.

16 Bylaw Amendments

- 16.1 These Bylaws may be amended, repealed, or new Bylaws may be adopted, or their content otherwise changed, by the members at any Annual or Special Meeting, if the notice thereof mentions that content changes, amendments, or repeal by adoption of new Bylaws is one of the purposes of the meeting (see Section 8.6).

16.2 These Bylaws, subject to the laws of the State of New Jersey, may also be amended or repealed or new Bylaws may be adopted by the affirmative vote of a majority of the entire Board at any meeting provided the proposed amendments, repeal, or new Bylaws are presented at a meeting proceeding that to which it is submitted to the Board and the notice thereof mentions that amendments or repeal or the adoption of new Bylaws is one of the purposes of such meetings; provided that if any Bylaws regulating an impending election of Trustees is adopted or amended or repealed by the Trustees, the same shall not become effective until after the next election of Trustees.

16.2.1 The term “impending election” shall be an election within three months of the date such action is taken.

16.3 If any By-Law regulating an election of Trustees is adopted, amended or repealed by the Board of Trustees, there shall be set forth in the notice of the next meeting of the members for the election of Trustees the By-Law so adopted, amended or repealed, together with a concise statement of changes made.

16.4 The repeal, amendment or addition of new Bylaws shall not have the effect to be contrary to the purpose for which the Friends was formed nor have the effect to be contrary to the purpose of the Memorandum of Understanding (also referred to as “FRIENDS GROUP AGREEMENT Between the NATIONAL PARK SERVICE Thomas Edison National Historical Park and The Friends of Thomas Edison National Historical Park”) in effect between the National Park Service and the Friends.

Approved by the Board of Trustees, March 8, 2017