

# **Proposed Bylaws of the Maplewood Memorial Park Conservancy**

## **March 30, 2018**

### **Article 1: Name and Purpose**

- I. The legal name of the organization shall be the Maplewood Memorial Park Conservancy (the Conservancy).
- II. The purposes for which the Conservancy is organized are exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, the Conservancy shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

- III. **Mission Statement:** The Conservancy will be dedicated to preserving, maintaining, and improving Maplewood Memorial Park. In furtherance of these objectives, it will guide and support the development and implementation of policies and practices that appropriately reflect the park's historical and cultural significance, integrity of design, recreational and environmental importance, educational opportunities and prominent sense of place. In serving as advocate for the park, the Conservancy will partner with the Township of Maplewood, the Maplewood Historic Preservation Commission, and other appropriate stakeholders, in accordance with the park's master plan and the requirements of its listing in the National and New Jersey Registers of Historic Places, and cultivate the ongoing support of the community.

### **Article 2: Membership**

- I. Open to any individual or organization that supports the purpose of the Conservancy. Membership shall be granted after completion of an application and the payment of annual dues.
- II. Only members shall be eligible to vote and serve on the Board of Directors.
- III. The Conservancy shall hold an annual meeting of the general membership with not less than two weeks' notice.

### **Article 3: Board of Directors**

- I. **Board of Directors (Board)**
  - A. The Board shall be responsible for strategic direction, policy and objectives, and the oversight of day-to-day activities.
  - B. The Board shall have no fewer than five (5) and no more than fifteen (15) voting members.
  - C. Among the voting members of the Board shall be the officers (e.g., Chair, Vice-Chair, Secretary, and Treasurer), chairs of standing committees, and at-large members.
  - D. The responsibilities of the officers shall be established by the Board.

- E. The Board shall also include up to four (4) non-voting ex-officio representatives including one each from the Township Committee, the Maplewood Historic Preservation Commission, the Department of Public Works, and the Recreation Department.
  - F. The Board members shall receive no compensation for this work.
- II. Terms of office: Officers shall serve for 3-year terms and are eligible for re-election.
- III. Officer election: After initial organization, officers shall be elected or re-elected at the regularly scheduled annual meeting (as defined in Article 2, III) by a majority of the general membership present.
- IV. Officer Nominations: The Chair of the Nominating Committee shall be appointed by the Board Chair no less than one month before the annual meeting. The Nominating Committee Chair shall select the other members of the Nominating Committee. The Nominating Committee shall develop a slate of officers and distribute it to the membership at least two weeks before the annual meeting. Additionally, any member can nominate from the floor at the annual meeting.
- V. Committee Chairs and at-large board members shall be approved by a majority of current board members.
- VI. Removal: Board members can be removed for cause, by a majority vote of the current Board members at a regularly scheduled meeting.
- quarterly
- VII. Frequency of Board meetings: The Board of Directors shall meet at least ~~every two months~~.
- VIII. Quorum: A quorum of the Board shall consist of half of the current members of the Board. A quorum shall be required for voting.
- IX. Vacancies: When officer vacancies occur mid-term, a replacement approved by the Board shall hold the office until the next regularly scheduled annual meeting.
- X. An Acting Board of Directors shall consist of members of the steering committee involved in the formation of the Conservancy until the Board is elected by the general membership.

#### **Article 4: Committees**

- I. Standing Committees: Standing committees shall be established by the Board as needed. Such committees shall have and may exercise such authority as the Board may delegate. The Board shall appoint all committee chairs. Committee members need not be members of the Board, but shall be members in good standing of the Conservancy.
- II. Finance Committee:
  - A. The Treasurer shall be responsible for developing and implementing fiscal procedures, and the annual budget for review by the Board. The Treasurer shall submit a financial report at each Board meeting and at the annual membership meeting.
  - B. The Board must approve the Conservancy budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board.

- C. The fiscal year shall be the calendar year. An annual treasurer's report is required to be submitted to the Board with balance sheet, income and expenditures against budget for the preceding year by February 15th.
- D. There shall be an annual audit reported to the Board.
- E. The treasurer shall be responsible for filing the State of New Jersey Corporate Annual Report, the State of New Jersey Charitable Renewal Registration Statement, Federal 990 Form, and all other financial reports, as may be required.

III. Action taken at a meeting of any committee shall be reported to the Board at its next meeting.

#### **Article 5: Amendments**

- I. These bylaws may be amended when necessary by a two-thirds majority of the Board and with the approval of two-thirds of the general membership present at an annual or special meeting.
- II. Proposed amendments must be distributed to the Conservancy membership not less than one (1) week before the date of the meeting.

#### **Article 6: Limitation of Liabilities**

- I. Nothing herein shall constitute members of the Board of Directors of the Maplewood Memorial Park Conservancy as partners for any purpose, nor shall they be liable for any acts or failure to act on any part of any other Board Member, regular members, agents or employees of the organization.

#### **Article 7: Dissolution**

- I. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.