

**2012**

**CONSTITUTION AND BY-LAWS**

**OF**

**FRIENDS OF THE GEORGE GRISWOLD  
FRELINGHUYSEN ARBORETUM, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be Friends of the George Griswold Frelinghuysen Arboretum, Inc.

**ARTICLE II - PURPOSES**

The purposes and objectives for which this organization is formed are:

1. To assist the Morris County Park Commission in developing its horticultural facilities and to stimulate and enlarge public awareness and interest in them.
2. To assist the Morris County Park Commission in the formation of an outstanding horticultural library.
3. To support and/or sponsor projects and educational programming that will provide opportunities for the public to expand its knowledge and increase its enjoyment of horticulture and the natural world.
4. To function in any other manner which will further the horticultural interests of the Morris County Park System.

## **ARTICLE III - MEMBERSHIP**

1. The following types of membership are available to the general public:

- Individual
- Family
- Extended Family
- Associate
- Supporting
- Contributing
- Patron
- Student
- Organizational
- Affiliate

The Executive Committee shall have the power to establish the annual fees for each of the above membership categories, and to establish new categories as required or delete old categories.

The Executive Committee shall have the right to confer life membership upon any individual who shall have performed unusual or extraordinary services on behalf of the Arboretum.

2. The Executive Committee shall have the power to establish the benefit privileges for each of the above membership categories.

## **ARTICLE IV - OFFICERS**

The officers of this organization shall be a President, a Vice-President, a Secretary and a Treasurer. Also, such other officers as the membership may from time to time elect.

All officers are to be elected by the membership at the annual meeting to be held in the spring of each year. They shall hold office for a period of two years and until their successors have been elected. Officers may succeed themselves in their respective offices for one year (for a maximum of a three year term) only with the exception of the Treasurer, who may be elected for an unlimited number of successive terms.

Any officer may resign at any time by resignation in writing to the Secretary. Any officer may be removed at any time by the majority vote of the membership.

## **ARTICLE V - MEETINGS**

The business and affairs of this organization shall be in the charge of the officers.

The annual meeting shall be held in the spring at such time and place as shall be decided by the Executive Committee. Notice of the time and place of the meeting shall be mailed with an agenda by ordinary mail to each member at least ten days before the meeting.

Special meetings of the organization may be called by the President or by any five members upon three days notice in writing to be mailed by ordinary mail to each member.

Ten percent of the membership shall constitute a quorum at any regular or special meeting. The affirmative vote of a majority of those present constituting a quorum shall be required for the passage of any motion, resolution or the transaction of any business.

## **ARTICLE VI - DUTIES OF THE OFFICERS**

1. The President - The President shall be the chief executive officer of this organization. The President shall have general charge of all matters of administration and supervision of all the affairs of the organization. The

President shall prepare and submit to the membership plans and suggestions for the operation and activities of the organization, preside at all meetings, appoint the Chairman of the various Committees, and shall perform such other duties as from time to time shall be assigned by the membership.

2. The Vice-President shall preside at the meetings of the organization and perform the duties and exercise the powers of the President in the absence of the President, and shall have such other duties as from time to time as assigned by the membership, and will serve as Program Chairman.

3. The Secretary shall keep the minutes of the organization meetings, shall make such reports and perform such other duties as are incidental to the office or are properly required by the organization.

4. The Treasurer shall have charge of all monies and financial documents of the organization and shall keep regular books of account. Open an account or accounts in such banking institutions as the organization may designate as official depositories of the organization's funds. Render an accounting of all his transactions at the meetings of the Executive Committee or as required by the organization, and perform all duties incident to the office or which are properly required by the organization and by the government.

The Treasurer, in concert with the Finance committee, shall forecast anticipated revenues and shall develop and submit for the consideration of the Executive Committee an annual budget which shall not be in excess of the projected annual revenues.

The fiscal year of the organization shall run from June 1 to May 31 of the following year. The organization's books of account shall be audited by a Certified Public Accountant, approved by the Executive Committee, at the close of the fiscal year. An annual report shall be prepared and published on the web site [arboretumfriends.org](http://arboretumfriends.org). A legal advertisement shall be published in a daily newspaper in the North Jersey Metropolitan Area notifying the public that copies of the report are available for inspection

upon request at the Frelinghuysen Arboretum, 353 East Hanover Avenue, Morris Township, New Jersey.

Within the required period of time following the close of the fiscal year, the Treasurer shall file all and any reports required by the Internal Revenue Service in order to maintain the organization's tax exempt status under Section 501 (c) (3) of the Internal Revenue code of 2011.

The Treasurer also shall file all and any reports required by the Internal Revenue Service regarding the employment of persons by the organization.

## **ARTICLE VII - COMMITTEES**

The President shall appoint the chairman of all committees.

1. The Executive Committee shall be composed of the officers and the chairman of each committee. One member of the Morris County Park Commission's Cultural and Education Committee shall serve as an ex-officio member of the Executive Committee.

The Executive Committee shall plan the regular meetings and additional meetings or call from the Chairman of the Committees.

The Executive Committee shall have charge and exercise general oversight of the conduct of the business and affairs of the organization, and shall keep the membership advised thereof. During the intervals between the meetings of the membership, the Executive Committee shall possess and may exercise all the powers of the membership in the management of all the affairs of the organization.

2. The Finance Committee shall consist of the President, Vice President, Treasurer, Secretary, Superintendent of Horticultural Education and any other members appointed by the President. They shall formulate the budget and attend to any other financial duties as needed.

3. The Membership Committee shall be responsible for membership records and for the preparation of literature and campaigns to encourage the public to become and remain members of the Friends of the George Griswold Frelinghuysen Arboretum, Inc.

4. The Library Committee shall work under the supervision of the Superintendent of Horticultural Education to provide services and support to the Horticultural Library. The books are gifts and bequests to the Morris County Park Commission, and the furnishings, equipment, and necessary materials are provided by the Park Commission.

5. The Hospitality Committee shall be responsible for arranging members' teas and other social functions such as January New Year's Party and Annual Meeting in June.

6. Scholarship Committee shall recommend to the Executive Committee the Blackburn scholarship awardee(s) and grants to individuals and organizations for the furtherance of horticultural or botanical education. The Committee shall develop criteria for the awards based on ability, potential and need.

7. Blackburn Scholarship Tea committee shall plan and run the annual fund raiser the proceeds of which go towards funding of the Blackburn scholarship awarded each year.

8. Awards Committee shall prepare awards for distinctive service to the Friends of the Arboretum including Arbor Day awards to volunteers and Annual Award to volunteers or deserving citizens supportive of the Arboretum.

9. Bus Trips Committee shall be responsible for organizing and planning trips available to members and their friends.

10. Garden Club Friend's Liaison shall keep in contact with the Garden Clubs of New Jersey informing them of programs, encouraging participation and continued membership in the Friends.

11. Graphic Design committee shall prepare printed materials for Friends special events.

12. The Plant Sale committee shall plan and execute the Annual plant sale held in the spring.

13. The Webmaster shall manage the Friends website arboretumfriends.org which includes handling the hardware and software needed to produce and maintain the pages of the website.

14. Youth Gardening committee shall report to the Executive committee about the status and future plans for youth gardening programs at the Arboretum.

15. Retail Partner committee shall recruit and maintain relationships with community businesses that can benefit from an association with the Friend's members.

16. Children's Special Events committee shall assist with the implementation of youth special events, by working with the Senior Horticultural Program Specialist, and perform duties relating to goals and mission as required.

The President may appoint additional committees as the need arises, and conversely may dissolve a committee when it is no longer needed.

## **ARTICLE VIII - NOMINATIONS**

There shall be a Nominating Committee appointed by the President to prepare a slate of officers for the annual meeting.

## **ARTICLE IX - DISSOLUTION OF THE CORPORATION**

Upon dissolution of the corporation, the Executive Committee shall, after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purpose and in such manner or to such an organization or organizations organized and operated exclusively for charitable,

educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code of 2011.

## **ARTICLE X - AMENDMENTS**

The Constitution and By-Laws may be amended at any meeting of the membership by a majority vote of the members constituting the whole membership. A written notice of such meeting shall be mailed by ordinary mail or email to each member at least seven days in advance of the day set for the meeting, which notice shall state specifically the terms of the proposed amendment or amendments.