

RESOLUTION NO. 2720

A RESOLUTION OF THE CITY OF SALISBURY, MARYLAND APPROVING THE REVISED BY-LAWS OF THE FRIENDS OF POPLAR HILL MANSION, INC.

WHEREAS, the Friends of Poplar Hill Mansion, Inc. is a non-profit corporation, with its principal purpose to aid in the preservation, restoration and furnishing of Poplar Hill Mansion, location in Salisbury, Maryland; and

WHEREAS, the By-Laws of the Friends of Polar Hill Mansion, Inc. were last revised by the Board of Directors of the Friends of Poplar Hill Mansion, Inc., in August 2007 and approved by the City Council of the City of Salisbury, Maryland in September 2007; and

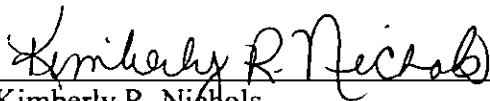
WHEREAS, the Board of Directors of the Friends of Poplar Hill Mansion, Inc. and the Mayor of the City of Salisbury wish to make several changes to the By-Laws to provide for greater continuity within the organization; and

WHEREAS, the proposed wording for the revised By-Laws of the Friends of Poplar Hill Mansion, Inc. is attached hereto and hereby made a part of, this resolution.

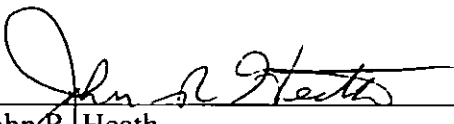
NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Salisbury, Maryland that the revised By-Laws of the Friends of Poplar Hill Mansion, Inc., as attached, are approved and effective upon the adoption of this resolution.

THE ABOVE RESOLUTION was introduced, read and duly passed at a meeting of the Council of the City of Salisbury, Maryland held on the 13 day of February, 2017 and is to become effective immediately upon adoption.

ATTEST:



Kimberly R. Nichols
CITY CLERK



John R. Heath
PRESIDENT, City Council

APPROVED by me this 14 day of FEBRUARY 2017



Jacob R. Day
MAYOR, City of Salisbury



City of
Salisbury
Jacob R. Day, Mayor

MEMORANDUM

To: Julia Glanz, Acting City Administrator
From: Nancy Talbott, Administrative Office Assistant
Subject: Friends of Poplar Hill Mansion Bylaws
Date: February 13, 2017

Please find attached the updated bylaws for the Friends of Poplar Hill Mansion. The Friends reviewed these bylaws during their recent Board meetings, where they participated in making changes to the drafted version. The attached bylaws have the support of the Friends, and they have been approved by the City Solicitor. Prior to this current revision, they were last updated and approved by City Council in August 2007.

Feel free to contact me with any questions or concerns.

Attachment:

**FRIENDS OF POPLAR HILL MANSION, INC.
BY-LAWS**

The Friends of Poplar Hill Mansion, Inc. is a non-profit corporation dedicated to the fostering and perpetuation of the Federal Period heritage of Poplar Hill Mansion, a public property located in Salisbury, Maryland, listed on the National Register of Historic Places.

The City of Salisbury owns and maintains the Mansion and the Friends of Poplar Hill Mansion maintain the historic interior and are responsible for the interpretation of the Federal period and the families who lived here.

ARTICLE ONE

The term "Friends of Poplar Hill Mansion" henceforth is defined as a body of persons interested in the support of Poplar Hill Mansion and membership shall be open to any person, over eighteen (18) years of age, upon application and payment of annual dues. The amount of the dues and terms of membership will be established by the Board of Directors. The purpose of membership in the Friends of Poplar Hill Mansion, Inc. is to provide the opportunity for interested persons to contribute to, and participate in, the many activities of Poplar Hill Mansion, which include aiding in the preservation, restoration and furnishing of Poplar Hill Mansion together with its grounds and gardens.

ARTICLE TWO

The purpose and the powers of the corporation are defined in the Articles of Incorporation, Article Three.

ARTICLE THREE

The governing body of the Friends of Poplar Hill Mansion, Inc. (Friends) shall be the Board of Directors of the Friends of Poplar Hill Mansion, Inc. (Board). The Board is responsible for all the Friends activities.

The City of Salisbury (City) owns and maintains the Poplar Hill Mansion (Mansion), its outbuildings and grounds. The City contracts for curator services and supervises the Mansion Curator (Curator).

The Curator acts as a liaison between the City and the Board. Both the City and the Board are responsible for coordinating all matters related to the maintenance and operation of the Mansion with and through the Curator.

The Board shall consist of:

- A. not more than Fifteen (15) elected members; the Board should consist of a cross-section of the Salisbury area citizenry; (every effort should be made to include members of the Wicomico Historical Society, an architect, an attorney, and a resident of Newtown); all elected Board members must be active dues paying members of the Friends of Poplar Hill Mansion, Inc.;

- B. in addition to the above members, the Mayor or the Council President (if authorized by the Mayor):
 - 1. may appoint a person to the Board to represent the governing body of the City,
 - 2. will appoint a City employee to serve as Recording Secretary to the Board,
 - 3. will invite the President of the Newtown Association, or their designated appointee to serve as a member of the Board, and
 - 4. will invite the Chair of the Charles H. Chipman Cultural Center Board of Directors, or their designated appointee to serve as a member of the Board.

The appointed and invited members will have the right to vote. It is suggested, but not required, that these Board members be active dues-paying members of the Friends of Poplar Hill Mansion, Inc.

- C. A Voluntary pro bono Advisory Committee may be established by the Board when professional advisory services are required, but are not available through Board members, e.g., accounting, architectural, attorney, construction management. These members:
 - 1. will be encouraged, but not required, to be active dues-paying Friends,
 - 2. will be encouraged, but not required, to attend regular meetings and other Friends activities,
 - 3. will be required to provide written reports on their work efforts and recommendations,
 - 4. will not have voting privileges, and
 - 5. will not be subject to term limits.

- D. The terms of non-appointed Board members shall be three (3) years, with elections being held annually to fill any vacancy. Each elected Board member shall be limited

to two (2) consecutive terms. An elected Board member having served two (2) consecutive terms, will be eligible for re-election to the Board after one (1) year's absence from the Board. Alternatively, an elected Board member may request to serve additional terms, but such request must be approved by written ballot voted upon by a majority of the entire Board. The maximum number of years a person may serve on the Board is twelve (12) years unless longer service is approved by a majority of the Board and the City Council and the Mayor. For purposes of this subparagraph, the election to serve an unexpired term of less than one (1) year will not be included as a term. Appointed Board members shall serve at the pleasure of the Mayor.

ARTICLE FOUR

- A. At the Board meeting to be held at least sixty (60) days prior to the end of the fiscal year, the Chair shall appoint, with the approval of the Board, a nominating committee of either three (3) or five (5) members to nominate Board members.
- B. The Nominating Committee shall present to the membership at the Board meeting at least thirty (30) days prior to the end of the fiscal year, a list of nominees for Board vacancies at the end of the current term year. Additional nominations may be made from the floor by the membership, provided the proposed nominee is willing to serve.

In the event that there is no contest to the slate proposed by the Nominating Committee, approval shall be made by voice vote. However, if additional nominations are made from the floor, the membership, by majority written ballot for each nominee, will select a recommended list of nominees. The Chair, upon approval by the Board, will submit this list to the Mayor and City Council for their approval at the first available opportunity. Any Board member not approved by a majority of the City Council and the Mayor shall not be seated.

- C. Newly elected Board members will take office at the first Board meeting of the fiscal year, or as appropriate.

In the event of a vacancy on the Board, the Board shall nominate a replacement to fill the unexpired term, and will forward this recommendation to the Mayor and City Council for approval. Any Board member appointed to fill an unexpired term will take office immediately after appointment.

- E. Regular attendance at the Board of Directors meetings is expected. More than

three (3) absences during the calendar year shall be cause for the Board to consider removal. After three (3) such absences, the Board may, by written ballot, approved by a majority of the members present, vote to remove that Board member.

ARTICLE FIVE

The officers of the corporation shall be the Chair, Vice Chair, Treasurer, Recording Secretary (Curator), and Corresponding Secretary. Only Board members are eligible to be officers.

- A. The Chair shall appoint, at the Board meeting to be held at least sixty (60) days prior to the end of the fiscal year, a Nominating Committee to select a slate of officers for the following fiscal year.
- B. At the Board Meeting to be held at least thirty (30) days prior to the end of the fiscal year, the Nominating Committee shall present to the Board members the names of its nominees for the election to the offices of the Chair, Vice Chair, Treasurer, and Corresponding Secretary. Additional nominations for these offices may be made from the floor, provided the proposed nominees are eligible and willing to serve, if elected.
- C. In the event that there is no contest to the slate proposed by the Nominating Committee, election shall be made by voice vote. However, election to any office which is contested shall be by written ballot, and the winner must receive a majority of the votes cast. In the event that any office should fail to be filled on the first ballot, a second ballot shall be held between the two (2) candidates receiving the highest number of votes on the first ballot.
- D. All officers shall take office at the first Board meeting of the new fiscal year for a term of two (2) years and shall be eligible to serve a maximum of twelve (12) consecutive years.
- E. At any time during the year the Board, by written ballot, may vote to remove any or all members of the Board with the exception of the City appointed Recording Secretary.

ARTICLE SIX

Duties of the officers:

A. CHAIR:

The Chair shall:

1. be the Chief Executive Officer of the Board and the Friends of Poplar Hill Mansion, Inc. and shall coordinate the activities of the Board;
2. preside over meetings of the Board and general meetings of the Friends;
3. make an annual report to the Board at the end of the fiscal year, from January 1 through December 31;
4. make an annual report to the City Council at the end of the fiscal year, from January 1 through December 31;
5. serve as administrative liaison on behalf of the Board with the Curator of the Mansion; and
6. shall appoint committees in accordance with the provisions of these Bylaws.

B. VICE-CHAIR -

The Vice-Chair, in the absence or incapacity of the Chairman, shall:

1. assume the duties of the Chair; and
2. be responsible for such duties delegated by the Chair or the Board.

C. RECORDING SECRETARY -

The Recording Secretary shall:

1. have possession of all corporate records, By-Laws, and the corporate seal of the corporation;
2. attest and affix the corporate seal to all written instruments when so directed by the Board,
3. keep a record (minutes) of all proceedings of the Board of Directors and Executive Committee, of the attendance of members at meetings of the Board, and of all matters of which a record may be deemed advisable (these shall include and create a complete record of the meeting, i.e., copies of reports from Committees, the Treasurer, the Curator, the Community Foundation of Eastern Shore Statements and any other reports or papers prepared and presented during the meeting); the original records shall be kept at the City's

administrative offices, and signed copies shall be kept on file at the Mansion offices, and these records shall be open to inspection by any active member of the Board;

4. shall notify both the Board and the Board member concerned when they have recorded the third absence during the calendar year;
5. keep an up-to-date record of all members of the Board including, for each member: their name, address, telephone number, e-mail address, and type of membership (elected or appointed), and in addition, for all Board members, information regarding the date of their appointment by the City Council, the date of taking office, the expiration date of their term in office, and a complete record of all years of service on the Board;
6. forward to the Board members, at least three (3) business days in advance, the required notices of all Board and Executive Committee meetings together with the agenda and minutes of the previous meeting; and
7. perform such other appropriate duties as may be assigned by the Chair or the Board.

D. TREASURER :

The Treasurer shall:

1. possess, in the name of the Friends of Poplar Hill Mansion, Inc. and along with the Chair report and deposit all monies received and belonging to the Friends, including, but not limited to: dues, rental fees, tour fees, contributions, sales of property belonging to the Friends, and any other funds from functions or activities sponsored by the Friends;
2. along with the Chair, pay all bills contracted by the Friends with prior approval of the Board in the case of any expenditures over One Hundred Dollars (\$100).
3. submit reports of all receipts, disbursements and the balance of all accounts at all scheduled Board meetings;

4. prepare an Annual Report as of the last day of the Friends's fiscal year and present it to the Board no later than a Board meeting to be held within sixty (60) days after the close of the fiscal year.
5. keep a true and complete record of all monies of the Friends received by them and the disposition made by them, and keep copies of all paid invoices, bank statements, cancelled checks, and such accounts and records as are appropriate and reasonably requested by the Board;
6. prepare and file, in a timely manner, all required Federal, State and local tax and/or financial information returns;
7. perform such other appropriate duties of the office as the Chair or Board may direct; and
8. turn over to their successor, at the expiration of the term of office, a complete set of records, reports, communications, funds and other property pertaining to the office of the treasurer that belong to the Friends, and ensure an orderly complete, correct, and timely transition of all financial matters to the successor.

E. CORRESPONDING SECRETARY :

The Corresponding Secretary shall:

1. be the official correspondent, jointly with the Curator, for the Friends and maintain files of all incoming and outgoing correspondence;
2. retain, file and preserve appropriate documents, records and reports other than those kept by the Recording Secretary under Article Six, Section C; and
3. perform such other appropriate duties as may be assigned by the Chair or the Board.

ARTICLE SEVEN

Committees

Committee members will be appointed by the membership of the Friends of Poplar Hill Mansion, Inc. and/or the Board of Directors. All standing committees, except the Executive Committee, shall be appointed by the incoming Chair at the Board meeting held within sixty (60) days after the end of the fiscal year, and shall, with the exception of the Auditing Committee, consist of a minimum of three (3) members and a maximum of five (5) members. A quorum for all committees, except the Auditing Committee, shall be 51% of the members. All Committees, except the Auditing Committee, may be assigned additional duties by the Chair. Additional committees may be appointed at the discretion of the Chair. The Chair shall be an ex officio member of all committees except the Auditing Committee. The Curator shall be an ex officio member of all committees with the exception of the Executive and Auditing Committees.

A. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, Recording Secretary and the Corresponding Secretary. The Executive Committee shall meet at the discretion of the Chair, and shall have the power to act on emergency measures when calling a special meeting of the Board is, in the opinion of the Chair, not feasible. Minutes of any Executive Committee meeting shall be presented at the next meeting of the Board. This Committee shall meet no less than quarterly.

B. ~~C.~~GARDEN COMMITTEE

The Garden Committee shall:

1. supervise the lawn and garden plantings;
2. make recommendations to the Board for exterior landscaping;
3. carry out any garden plans approved by the Board;
4. work with the City on upkeep of the grounds and the gardens as maintained by
 - a. the Four Seasons Garden Club,
 - b. the Town and Country Garden Club,
 - c. the Wicomico Garden Club,

- d. the Wicomico Iris Society; and
5. solicit donations for "Memorial" plantings and maintain a record in a separate file.

C. ~~D.~~HOSPITALITY COMMITTEE

The Hospitality Committee shall:

1. organize docent services for public or special events;
2. recruit and train a staff of docents for tours, special events, etc; and
3. organize and or plan social events.

D. ~~E.~~MARKETING AND PUBLICITY COMMITTEE

The Marketing and Publicity Committee shall:

1. maintain records of cultural or historic interest about the Mansion;
2. maintain an up-to-date scrapbook of historical events, including photos, paper and magazine articles, programs, etc-and other materials regarding the Mansion;
3. identify and utilize all free media outlets to publicize the Mansion's special events;
4. identify all paid advertising outlets and costs, determine whether paid advertising is appropriate and if so, develop and present an advertising budget;
5. with the assistance of the Curator, keep the Mansion's existence and purpose before the public by means of newspaper, magazine articles, news releases for TV and radio about new acquisitions, and services available to the community;

6. prepare and publish, in concert with the Curator, a newsletter covering current and historical matters relating to the Mansion which would be of interest to the membership and public; and
7. prepare materials in concert with the Curator for posting to the Mansion website, Facebook, and other social media outlets that may be implemented.

E. ~~F.~~BUDGET AND FINANCE COMMITTEE

The Budget and Finance Committee, working with all Committees and the Curator, shall prepare budgets and the Capital Improvement Plan with estimated costs. The Friends Budget is considered all inclusive, building on past year's expenses and income as adjusted for new planned expenses and activities. The City requires an operational budget for expenses such as electricity and water. The City also requires the Board to prepare and submit a five-year Capital Improvement Plan (CIP) to identify pending requirements along with anticipated costs. Projects not planned and added to the CIP may not be funded.

The Budget and Finance Committee shall:

1. prior to the Board's meeting to be held within sixty (60) days after the end of the fiscal year prepare and present the Mansion's Operation Budget for inclusion in the City's budget for the next fiscal year. This budget, as approved by the Board, shall be presented to the City by the Chair, Treasurer, a member of this Committee, and Curator, or as otherwise identified by the Chair;
2. prior to the Board's meeting to be held at least sixty (60) days prior to the end of the fiscal year, prepare the Mansion's five-year long-range Capital Improvement Plans (CIP) to include maintenance and capital improvements for inclusion in the City's CIP. The plan as approved by the Board, shall be presented to the City by the Chair, a member of this Committee, the Curator, and others as identified by the Chair, and shall be updated annually;
3. prior to the Friends' Annual Meeting, prepare the Friends' annual budget, an all-inclusive budget covering operations, maintenance, improvements, new objectives and goals planned. This plan, as approved by the Board, shall be presented to the Friends during the annual meeting along with a report on the prior year's budget and accomplishments.
4. working with all other Committees and the Curator, develop the Friends' five-year Strategic Plan with objectives, estimated costs, and planned resources, e.g., fund-raising and grants as necessary. The Committee will present the plan to the

Board for consideration, approval, and adoption. The five-year plan will be updated annually prior to the Friends Annual meeting for presentation, discussions and input from the Friends during their annual meeting.

The Board Chair and Treasurer are automatically appointed as active members of this committee.

F. ~~G.~~ MEMBERSHIP COMMITTEE

The Membership Committee shall:

1. develop a plan to encourage citizens to join the Friends; and submit their plan to the Board for approval; this plan should include types of membership, , the annual dues for each type of membership, and an application for membership; this plan should be reviewed every April by the Board;
2. receive and process applications for membership and turn over all monies received to the Treasurer;
3. maintain a record of all Members of the Friends of Poplar Hill Mansion, including name, address, telephone number, e-mail address, date joined, date and amount of dues paid, useful skills to the Friends, and areas of interest for volunteer work;
4. mail annual dues notices to all members and receive and record dues payments.

The Treasurer will deposit those funds, mail reminder notices to delinquent members and cancel memberships for nonpayment.

G. ~~H.~~ AUDITING COMMITTEE

The Auditing Committee shall:

1. be appointed by the Chair, take office at the Board meeting to be held within sixty (60) days after the end of the fiscal year and consist of a minimum of two (2) members and a maximum of three (3) members; it is required that all members of the Auditing Committee have at least a working knowledge of

accounting procedures: a quorum for this committee will be two (2) members and at least two (2) members must be present when an audit is performed:

2. audit the Annual Report and the records of the Treasurer after the close of the fiscal year, and present its Audit Report to the Board at the meeting to be held within 120 days after the end of the fiscal year;
3. examine the inventory of interior furnishings, the records of other committees, the Curator's expenses; and
4. make recommendations to the Board for improvements of any record keeping procedures of the Friends.

H. MANSION IMPROVEMENT COMMITTEE

The Mansion Improvement Committee, working with the Curator, shall:

1. oversee the interior decoration of the Mansion;
2. make recommendations to the Board for interior improvements and proceed as allowed by the Board; and
3. develop and present an annual Mansion improvement budget.

I. ACQUISITIONS COMMITTEE

The Acquisition Committee, working with the Curator, shall

make recommendations to the Board regarding any and all donations, purchases and gifts of furniture, paintings and decorative objects before they are placed in the Mansion;

The Chair of the Mansion Improvement Committee shall serve on the Acquisitions Committee and may request additional members as required. Additional members may be appointed by the Chair.

ARTICLE EIGHT

The Board shall meet not less than six (6) times per year. The dates for regular meetings will be set by the Board. Special meetings of the Board may be called at the discretion of the Chair. At all meetings of the Board a simple majority of Board members shall constitute a quorum. The Recording Secretary shall mail, or e-mail, a written notice of all meetings at least three (3)

business days in advance. In the event of an emergency, the three (3) day notice may be waived if replaced by telephone notice made at least twenty-four (24) hours prior to the meeting.

ARTICLE NINE

At least one (1) meeting of the General Membership will be held each year. The date of this meeting will be set by the Board within thirty (30) days after the end of the fiscal year. Additional meetings may be called at the discretion of the Board.

ARTICLE TEN

The fiscal year for the corporation shall be the same as the calendar year, from January 1st through December 31st.

ARTICLE ELEVEN

Upon the recommendation of the Board and the approval of the Mayor and City Council, honorary membership of the Friends of Poplar Hill Mansion, Inc. may be bestowed on any person who has demonstrated over a period of years exceptional commitment and outstanding contribution to the restoration and preservation of the Mansion. Honorary members are not required to pay dues and shall not have the right to vote with the exception of active Board members who shall retain the right to vote while serving on the Board.

ARTICLE TWELVE

Orderly parliamentary procedure shall be determined by using the current edition of Robert's Rules of Order as a guide.

ARTICLE THIRTEEN

No officer, member of the Friends, Board member, or employee shall contract any bills in the name of the Friends unless previously authorized by the Board or by the approved budget.

ARTICLE FOURTEEN

All funds received from the Bobbi Biron Estate and the Bertha Lewis Endowment Fund, and pledged to the Friends of Poplar Hill Mansion, currently invested with the Community Foundation of the Eastern Shore, Inc., are to be under the control and authority of the Friends of Poplar Hill Mansion Board. Funds shall be withdrawn only by a majority vote of the Poplar Hill Mansion Board and conform to a Board approved need. It is intended that this investment will not be required for support of ordinary overhead expenses of the Mansion, nor is it to be used by the City of Salisbury for maintenance of the Mansion's physical structure. The Treasurer of the Board will provide an annual status report of this investment to the Friends of Poplar Hill Mansion Board members no later than March 31st of each year.

Revised by the Executive Committee, 2016.

Approved by the Board of Directors of the Friends of Poplar Hill Mansion the _____ day of _____, 2017.

PREVIOUS REVISION:

Revised by the Executive Committee, 2007.

Approved by the Board of Directors of the Friends of Poplar Hill Mansion the 15th day of August, 2007.

Approved by the Salisbury City Council the 10th day of September, 2007.