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OFFICE

MEMO

OFFICE OF THE MAYOR

To: City Council
From: John Pick, City Administrator 
Subject: Resolution Approving the Revised By-Laws of the Friends of Poplar Hill Mansion
Date: March 21, 2005

Attached is the Resolution for approval of the revised By-Laws of the Friends of Poplar Hill Mansion, for approval by the City Council. The Board of Directors of the Friends of Poplar Hill Mansion approved these changes unanimously at their January 19, 2005, meeting.

These revisions were first presented to Council at the work session on March 7, 2005. As Mr. Deacon and I explained at the work session, although there are a considerable number of changes to the By-Laws, there are several recurrent themes:

- 1) The proposed revisions conform the By-Laws to the present practice of the Friends of Poplar Hill Mansion;
- 2) The proposed revisions modify timing deadlines outlined in the By-Laws so they are more appropriate and reasonable.
- 3) The proposed revisions strengthen the organization of the Friends of Poplar Hill Mansion so it is more of a membership organization.

If you have any questions, please feel free to contact me.

Thank you.

/gmb

Attachment

RESOLUTION NO. 1219

A RESOLUTION OF THE CITY COUNCIL 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, located in Salisbury, Maryland; and

WHEREAS, the By-Laws of the Friends of Poplar Hill Mansion, Inc. was last revised by the Board of Directors of the Friends of Poplar Hill Mansion, Inc. in November 1991, and approved by the City Council of the City of Salisbury, Maryland in December 1991; and

WHEREAS the proposed wording for the revised By-Laws of the Friends of Poplar Hill Mansion, Inc. are attached to, and heretofore a part of, this resolution; and

WHEREAS, these revised By-Laws have been approved by a unanimous vote of the Board of Directors of the Friends of Poplar Hill Mansion, Inc. in January 2005;

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 and read and passed at the regular meeting of the Salisbury City Council on the _____ day of March, 2005.

Brenda J. Colegrove
CITY CLERK

Michael P. Dunn
PRESIDENT, City Council

APPROVED by me this _____ day of _____, 2005.

Barrie P. Tilghman
MAYOR, City of Salisbury

**FRIENDS OF POPLAR HILL MANSION, INC.
PROPOSED BY-LAW REVISION
JANUARY 19, 2005**

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 ~~seventeen~~ **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 restoration and furnishings of Poplar Hill Mansion together with its grounds and gardens. ~~Voting privileges are extended only to active members of the Board of Directors.~~

ARTICLE TWO

The purpose and the powers of the corporation are defined in the Articles of Incorporation, ~~third article, page 1.~~ **Article Three.**

ARTICLE THREE

The governing body of the Friends of Poplar Hill Mansion shall be known as the Board of Directors of the Friends of Poplar Hill Mansion, **Inc.** The Board shall be responsible **to the City of Salisbury** for supervising the operation and maintenance of Poplar Hill Mansion, including supervision of the Curator, ~~for the governing body of the City of Salisbury.~~

The Board shall consist of:

- A.)** ~~Not less than Twelve (12) elected members, but may be enlarged to fifteen (15) members. The number of members will be set by the Board. The Board shall reduce the membership from the current fifteen (15) members, to twelve (12) members, by reducing the number of nominees at each election from five to four. However, no current member will be prevented from being nominated and elected for a second three-year term, even if the slate of nominees must be increased to five. Generally,~~ **The Board of Directors** should consist of a cross-section of the Salisbury area citizenry. (Every effort should be made to include members of the ~~Wicomico County Historical Trust Committee~~ **Historical Society**, an architect, an attorney, and a resident of Newtown). These members will be known as "**Elected Members**", and have the right to vote. ~~It is strongly suggested, but not required, that~~ All elected **Board** members **must** be active dues paying members of the Friends of Poplar Hill Mansion, **Inc.**

Voting privileges at Board meetings are extended only to active members of the Board of Directors.

- B.)** In addition to the above members: (1) the Mayor or the Council President may appoint a person to the Board of Directors to represent the governing body of the City, (2) the Mayor will appoint a City employee to serve as **Recording Secretary** to the **Friends Board**, and (3) the President of Newtown Association, or his designated appointee, will be invited to serve as a member **of the Board**. These members will be

known as "Appointed Members," and will also have the right to vote. **It is suggested, but not required, that these appointed Board members be active dues-paying members of the Friends of Poplar Hill Mansion, Inc.**

- C.) The terms of ~~Elected non-appointed Board~~ members shall be three (3) years, with ~~one-third of the members being elected elections being held~~ annually. Each Board member shall be limited to two (2) consecutive terms. A 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. **The maximum number of years a person can serve on the Board is twelve (12) years.** For purposes of this sub-paragraph, the election to serve an unexpired term of less than one (1) year will not be included as a term.

ARTICLE FOUR

- A.) ~~Not less than thirty (30) days before the November~~ **At the September Board meeting,** the Chairman shall appoint, with the approval of the Board of Directors, a nominating committee of either three (3) or five (5) members **to nominate Board members.**
- B.) The nominating committee shall, ~~not less than ten (10) days prior to the November meeting, present to the Board a list of nominees for each directorship that either is or will become vacant at the end of the current term year.~~ **present to the membership at the annual meeting held in November, a list of nominees for Board vacancies at the end of the current term year.** Additional nominations may be made from the floor by ~~members of the Board the membership,~~ providing 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 ~~Board of Directors membership,~~ by majority vote by written ballot for each nominee, will select a recommended list of nominees. The Chairman, **upon approval by the Board,** will ~~submit present~~ this recommended list to the Mayor and City Council at the first available opportunity.

- C.) Directors will take office ~~at the January Board meeting. on January 1st of the following year.~~
- D.) In the event ~~of a vacancy on the Board that a directorship shall become vacant for any reason,~~ the Board shall nominate a replacement to fill out the unexpired term, and send this recommendation to the **Mayor and City Council** for their consideration. Any director appointed to fill an unexpired term will take office immediately after appointment by the City Council.
- E.) ~~Honorary membership to the Board of Directors 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, upon the recommendation of the Board of Directors, and the approval of the City Council. Honorary Board members shall not have the right to vote. [MOVED TO~~
ARTICLE 11]

Regular attendance at the Board of Directors meetings is expected. More than four (4) absences during the calendar year shall be cause for the Board to consider removal.

[MOVED FROM ARTICLE 11]

ARTICLE FIVE

The officers of the corporation shall be the Chairman, Vice Chairman, Treasurer, **Recording Secretary (City-appointed)**, and Corresponding Secretary. Only Directors are eligible to be officers.

- A.) [NEW] The Chairman shall appoint, at the November Board meeting, a Nominating Committee to select a slate of officers for the following fiscal year.
- B.) The Nominating Committee shall, ~~not less than ten (10) days prior to the November meeting,~~ present to the **Board** members **at the December Board meeting**, the names of its nominees for the election to the offices of the Chairman, Vice Chairman, Treasurer, and Corresponding Secretary. Additional nominations for these offices may be made from the floor, providing the proposed nominee is 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 January Board meeting** ~~on January 1st~~ for a term of one (1) year and shall be eligible to serve a maximum of five (5) consecutive terms.

ARTICLE SIX

Duties of the officers:

- A.) **CHAIRMAN** – The Chairman shall be the chief executive officer of the Board and the Friends of Poplar Hill **Mansion, Inc.**, and shall supervise their affairs and activities. He or she shall preside over meetings of the Board of Directors and general meetings of the Friends. He or she shall make an annual report to the Board of Directors at the end of **his or her** term of office. He or she shall serve as administrative liaison on behalf of the Board with the Curator of the Mansion. The Chairman shall appoint committees in accordance with the provisions of these By-Laws.
- B.) **VICE-CHAIRMAN** – The Vice-Chairman shall, in the absence or incapacity of the Chairman, **shall** take over the duties of the Chairman. He or she shall be responsible for such duties delegated by the Chairman or the Board.
- C.) **RECORDING SECRETARY** – The **Recording** Secretary shall:
 - 1.) Have custody of all corporate records, By-Laws, and the corporate seal of the corporation. Duplicate copies of minutes of all meetings and the By-Laws shall be kept in the Mansion.
 - 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 the Executive Committee, of the attendance of members at meetings of the Board, and of all matters of which a record may be deemed advisable. The original records shall be kept **at the City's administrative offices, City Hall**, and signed copies shall be kept in a file at the Mansion. Both files shall be open to

inspection by any active member of the Board. The **Recording Secretary** shall notify both the Board and the Board member concerned when he or she has recorded the fourth absence during the calendar year.

- 4.) Keep an up-to-date record of all members of the Board of Directors including for each member: **his or her** name, address, telephone number, **e-mail address, and** type of membership (elected or appointed). In addition for all elected **Board** members, the date of their appointment by the City Council, the date of taking office, the expiration date of their term in office, and whether it is their first or second term.
- 5.) Send to the Board members, at least three (3) business days in advance, the required notices and agenda of all Board of Directors and Executive Committee meetings together with the minutes of the previous meeting. ~~the required notices of all Board of Directors meetings.~~
- ~~6.) Present at Board meetings the minutes of the preceding meetings of the Board and the Executive Committee.~~
- 6.) Perform such other appropriate duties as may be assigned by the Chairman or the Board.

D.) **TREASURER** – The Treasurer shall:

- 1.) Hold, in the name of the Friends of Poplar Hill Mansion, **Inc.**, all monies received by him or her 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 turned over to him or her from functions or activities sponsored by the Friends.
- 2.) Pay all bills contracted by this organization which shall first be approved by ~~either the Board of Directors, or by a committee chairman (or the Chairman of the Board in the case of expense accounts submitted by the Curator) which has contracted for the same by virtue of appropriations made by the Board or by the approved budget.~~ and, in the case of a petty cash account submitted by the Curator, approved by the Chairman, or by the Vice Chairman in the event of his or her absence.
- 3.) Make reports ~~at such times as the Chairman, or the Board requests,~~ of all receipts and disbursements and the balance in the treasury accounts **at scheduled Board meetings.**
- 4.) Prepare an Annual Report as of the last day of the Friends' fiscal year and ~~present to the Board~~ **it at the January Board meeting.**
- 5.) Keep a true and complete record of all monies of the Friends received by him or her, the disposition made by him or her, 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, ~~and State and local~~ tax and/or financial information returns.
- 7.) Perform such other appropriate duties incidental to the office as the Chairman of the Board may direct.
- 8.) Turn over to his or her successor, at the expiration of ~~his~~ **the** term of office, a complete set of records, reports, communications, monies, and things, of whatsoever sort, pertaining to his or her office and belonging to the Friends.

- 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.) Keep, file and preserve all **appropriate** documents, records, and reports other than those kept by the **Recording** Secretary under ~~section 3-A of this article.~~ Article Six, Section C.
 - 3.) Perform such other appropriate duties as may be assigned by the Chairman or the Board.

ARTICLE SEVEN

- A.) Committee members will be appointed from 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 Chairman at the ~~December~~ **February Board** meeting, and shall, with the exception of the Auditing Committee, consist of a minimum of three (3) members and a maximum of five (5) members, ~~of which at least three (3) members must be members of the Board,~~ and shall take office ~~on January 1st~~ **at the February Board meeting.** 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 either the Chairman or the Board. Additional Committees may be appointed at the discretion of the Chairman. The Chairman 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.**
- B.) Executive Committee – Shall consist of the Chairman, Vice-Chairman, Treasurer, **Recording** Secretary, and the Corresponding Secretary. The Executive Committee shall meet at the discretion of the Chairman of the Board, and shall have the power to act on emergency measures when calling a special meeting of the Board is, in the opinion of the Chairman, not feasible. Minutes of any ~~meeting of the Executive Committee~~ **meeting** shall be presented at the next meeting of the Board.
- C.) Interior Furnishings and Housekeeping – Shall
- 1.) ~~Solicit and receive gifts or loans of furniture and fixtures. All gifts must be accompanied by a signed deed of gift or letter of intent to give. These documents will be kept in a permanent file in the Mansion.~~
 - 2.) ~~Make recommendations to the Board for purchase of furniture or fixtures.~~
 - 3.) ~~Be responsible for the interior decoration of the Mansion.~~
 - 4.) ~~Supervise the care of the Mansion and its contents. The Chairman of the Board is required to appoint himself or herself as a member of this committee, and will be the committee's liaison with the Curator.~~
 - 5.) ~~Ensure that the Curator maintains, for insurance purposes, two up-to-date records, including the value, description and a photograph of: a) all furniture, fixtures and other property belonging to the Friends, and b) all furniture, fixtures, and other property which belong to other parties, but are on loan to the Friends for display in the Mansion, and maintain a copy of these records with the Mayor's Office so that the insurance can be kept current.~~

- ~~6.) Prepare, have signed, and maintain permanently on file in the Mansion a loan agreement for each item on loan to the Mansion.~~
- ~~7.) Provide interior arrangements for special events. A special event is defined as any event that is conducted or sponsored by the Friends of Poplar Hill Mansion.~~

C.) Garden Committee shall:

- 1) Supervise the lawn and garden plantings.
- 2) Make recommendations to the Board, ~~and the Maryland Historical Trust,~~ for exterior landscaping.
- 3) Carry out any garden plans approved by the Board, ~~and the Maryland Historical Trust.~~
- 4) Work with the City on upkeep of the grounds.
- 5) Solicit donations for "Memorial" plantings and maintain a record in a separate file.

D.) Hospitality Committee shall:

- 1.) Organize ~~hostess~~ **docent** services for public or special events.
- 2.) Recruit and train a staff of ~~hostesses~~ **docents** for tours, special events, etc.

E.) History and Publicity Committee shall:

- 1.) Maintain a file of anything 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., **regarding the Mansion.**
- 3.) With the assistance of the Curator, keep the Mansion's existence and purpose before the public periodically by means of newspaper, magazine articles, news releases for the TV and radio about new acquisitions, and service available to the community.
- 4.) **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 the public.**

F.) Budget and Finance Committee shall:

- 1.) Prepare, for the February meeting of the Board, a request for funds for the Mansion to be included in the City's budget for the next fiscal year. This request, as approved by the Board, shall be presented to the City by the **Chairman of the Friends Board.**
- ~~2.) If requested by the Board, to prepare a budget for the Friends, to be submitted to the Board at the November meeting.~~
- 2.) ~~To~~ Prepare, when requested by the Board, a plan for funding of any long-range Master Plan approved by the Board.

The Chairman and Treasurer of the **Friends Board** are automatically appointed as active members of this committee

G.) 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, if there is to be more than one type, annual dues for each type, and an application for membership. This plan should be reviewed **annually every April by the Board.**

- 2) Receive and process applications for membership **and** turn over all dues payments 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. Receive and record dues payments, and turn over funds to the Treasurer. Mail reminder notices to delinquent members. Cancel membership for nonpayment.

H.) Auditing Committee shall:

- 1) 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 ~~February~~ **April** meeting.
- 2) ~~Exam the records of the Interior Furnishings and Housekeeping Committee, and the Membership Committee, and report to the Board at the February meeting.~~ **Examine the Inventory of Interior Furnishings, the records of other committees, and Curator's expenses, and report to the Board at its January meeting.**
- 3) Make recommendations to the Board for improvements ~~in~~ **of** any ~~of the~~ record keeping procedures of the Friends.
- 4) ~~The Auditing Committee shall~~ Be appointed by the incoming Chairman ~~from~~ of the Board of Directors and take office at the February Board meeting ~~or the General Membership~~, and will consist of a minimum of two (2) members and a maximum of three (3) members. ~~and will take office on January 1st.~~

It is required that all members of the Auditing Committee have at least a working knowledge of accounting procedures.

- 5.) A quorum for this committee will be two (2) members, and at least two (2) members must be present when an audit is performed.

ARTICLE EIGHT

The Board of Directors 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 Chairman. At all meetings of the Board, five (5) **Board members** ~~Directors~~ 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 hours prior to the meeting.

ARTICLE NINE

At least one (1) meeting of the General Membership will be held each year **in November**. ~~and the date of this meeting will be set by the Board.~~ **The date of this meeting will be set by the Board in September.** 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

~~Regular attendance at the Board of Directors meetings is expected. More than four (4) absences during the calendar year shall be cause for the Board to consider removal. [MOVED TO ARTICLE 4-E]~~

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, upon the recommendation of the Board of Directors, and the approval of the Mayor and City Council. Honorary members are not required to pay dues and shall not have the right to vote. [MOVED FROM ARTICLE 4-E]

ARTICLE TWELVE

These By-Laws or any part hereof may be amended by the City Council upon a recommendation passed by a majority vote of the Board of Directors present at any Board of Directors meeting, provided that the proposed amendment(s) are mailed, or e-mailed, to each Director at least ten (10) days prior to the meeting at which the amendments are voted upon.

ARTICLE THIRTEEN

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

ARTICLE FOURTEEN

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

ARTICLE FIFTEEN

All monies received from the Bobbi Biron Estate 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 of Directors. Profits 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.

Last revised November 18, 1991

Approved by the Salisbury City Council December 9, 1991.

Revised January 19, 2005.

Approved by the Salisbury City Council _____, 2005.