

**BYLAWS
OF THE
FRIENDS OF HARKNESS MEMORIAL STATE PARK INC.**

ARTICLE I: NAME

The name of the organization shall be “FRIENDS OF HARKNESS MEMORIAL STATE PARK INC”. On occasion, for the sake of brevity, it may be referred to as “Friends of Harkness.”

ARTICLE II: PURPOSE

The nature of the activities to be conducted, and the purposes to be promoted and carried out by the Corporation, on a non-profit basis, are as follows: This Corporation is organized and shall be operated exclusively to work with the State of Connecticut DEEP in preserving, restoring, maintaining and promoting the historic buildings, gardens and grounds known as Harkness Memorial State Park in a manner in keeping with the will of Mary Stillman Harkness within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III: GENERAL MEMBERSHIP

Section 1: The Corporation shall have as its members those persons of the general public who are interested in the preservation, restoration, maintenance and promotion of Harkness Memorial State Park, and who have made application for membership and who have paid their dues. Each member shall have one vote.

Section 2: Membership runs from January 1 to December 31 annually. The structure of the membership categories and dues shall be established by the Board of Directors. Members shall be notified if they become delinquent in payment of dues. Those members whose dues are not paid within three months of this notification shall be automatically dropped from membership in the organization.

Section 3: Upon the signed recommendation of one member, seconded by another member, and a majority vote of the membership present, Honorary Life Membership can be conferred upon any individual who shall have rendered notable service to the Friends of Harkness or to Harkness Memorial State Park. Honorary Life Membership is entitled to all the privileges of the Friends of Harkness, including those of making motions, of voting, and of holding office.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board of Directors shall include at least four, but no more than fifteen, at large members selected by the Nominating Committee, and confirmed by vote of the general membership at the Annual Meeting of Friends of Harkness, to represent the membership-at-large. All board members must be dues paying members of the Friends of Harkness.

Section 2: Terms of the Directors-at-Large shall be staggered, so that approximately 1/3 of directors will end their term in any given year. In the first calendar year following the adoption of these by-laws, At-Large Board members shall be elected for 1, 2, or 3-year terms. Thereafter Directors-at-Large shall serve three-year terms or until his or her successor is elected. After two full terms or six (6) years of service, a Director-at-large must leave the Board of Directors for at least one year.

Section 3: The Officers of the Friends of Harkness shall be a President, a Vice President, a Secretary, and a Treasurer. Officers must be current dues-paying members of the Friends of Harkness and have been At-Large- Members of the Board of Directors for at least one year at any time. The officers shall be elected by vote of the membership at Annual Meeting to serve for two calendar years beginning January 1, or until others are elected or appointed in their stead. The President and Vice-President shall be limited to a maximum of two consecutive terms of office, except that serving as an officer will not be counted toward the term limits on serving on the Board of Directors.

Section 4: Officers of the Friends of Harkness will constitute an Executive Committee, which shall meet on a regular basis with guests, members and Committee Chairpersons, to formulate and gather ideas and policies to be discussed and acted upon by the Full Board of Directors.

Section 5: A Nominating Committee of 3-5 members of the Friends of Harkness shall be appointed annually by the Board of Directors. The Committee will select and nominate candidates for the At-Large Board positions to be voted upon at the Annual Meeting. The Nominating Committee shall provide the list of candidates to the Friends of Harkness membership at least two weeks prior to the regular membership meeting before the Annual Meeting. Nominations from the floor shall also be accepted at the regular membership meeting before the Annual Meeting.

Section 6: No member shall hold more than one office at a time but, At-Large Board members may serve as Chairpersons of Standing and Ad Hoc Committees. No member shall be eligible to serve more than two consecutive terms in the office of President or Vice President.

ARTICLE V: BOARD OF DIRECTORS

Section 1: The four Officers, and the Directors- At-Large shall constitute the voting members of the Board of Directors. The representative(s) of the D.E.E.P. State Parks Division shall be ex-officio (non-voting) members of the Board of Directors. Two-thirds of the Officers and At-large Board members shall constitute a quorum. All Board of Directors voting members are expected to review each issue that comes before the Board for a vote, and determine whether their current status and affiliations with regard to that issue(s) may be construed as a conflict of interest in that vote, and making all such concerns known to the Board during discussion of the issue.

Section 2: The Board of Directors shall have general supervision of the affairs of the Friends of Harkness between its regular meetings, fix the hour and public place of meetings, make recommendations to the Friends of Harkness and perform other duties as specified in these Bylaws. The Board shall be subject to the orders of the Friends of Harkness.

Section 3: The Board of Directors will hold regular meetings to review the affairs of the organization including, but not limited to, committee activities, administration and policy issues, and financial affairs of the organization. Meeting Notices will include Agenda, Minutes of Previous meeting, Treasurer's Report and Committee reports, if available. Board members shall review meeting material in advance to facilitate discussion. Any member of the Board of Directors is subject to removal after three consecutive Unexcused absences from regular Board meetings.

Section 4: The Board of Directors has fiduciary responsibility for the Friends of Harkness and shall have the authority to contract services to keep and manage accounts, files and records as needed.

Section 5: A director or committee member may participate in a Board or Committee meeting by such electronic means are available that allow all participating directors or committee members to hear and participate in the meeting in such manner as shall constitute their presence in person at such meeting.

ARTICLE VI: STANDING COMMITTEES

There shall be Six Standing Committees, each of which will be chaired or co-chaired by a board member appointed by the President. Members of committees may be drawn from the At-Large Board members and the membership of the Friends of Harkness. Chairmen of Standing Committees will submit a report on Committee activities to regular meetings of the Board of Directors and may request action on items requiring board approval or input.

A. The GOVERNANCE Committee will oversee administrative issues including by-law review and updates as necessary, definition and communication of board responsibilities including new member orientation and will coordinate with the

Nominating Committee. Membership of this committee will include at least two Officers, one At-Large Board Member and one non-Board member of the Friends of Harkness.

B. The FINANCE Committee will oversee the accounts of the organization, be responsible for preparation of the Annual Budget, prepare an annual financial review and will engage for an audit of the organization by a professional auditor every five years. The Treasurer will be a member of the Finance Committee but will not Chair the committee.

C. The MEMBERSHIP Committee will maintain records of members, oversee annual dues billing and collection and will coordinate with the Marketing Committee on raising awareness of the organization and soliciting membership and volunteers from the general public

D. The HORTICULTURE AND GROUNDS Committee will oversee the grounds and gardens and coordinate garden volunteers. It will coordinate with the staff of Harkness Memorial State Park on issues relating to historic and current garden issues.

E. The COMMUNITY OUTREACH Committee will plan and manage public programming and events for the membership and general public, including Docent Guided tours of the Mansion, Grounds and Gardens.

F. The MARKETING AND COMMUNICATION Committee will oversee marketing the Friends of Harkness and Harkness Memorial State Park via electronic and print channels including a periodic newsletter. The Committee will communicate with the Membership and Community Outreach Committees regarding meetings, events and membership solicitation.

ARTICLE VII: AD HOC COMMITTEES

Other special Ad Hoc Committees shall be appointed by the President of the Friends of Harkness or the Board of Directors as deemed necessary.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the Friends of Harkness and of the Board of Directors and shall perform all duties as set forth in these Bylaws. The President shall have the authority to appoint members to fill vacancies in the Board of Directors and to remove any elected Board Member, with the consent of a majority of the Board of Directors. The President shall be an ex-officio member of all Committees with the exception of the Nominating Committee. The President will represent the Friends of Harkness in any outside group in which The Friends has a membership and in any communication with State officials.

Section 2: The Vice President shall, in the absence of the President, perform the President's duties.

Section 3: The Secretary shall keep a record of all meetings of the Friends of Harkness and shall in coordination with the President, prepare and disseminate the agenda and minutes of the previous meeting of the board.

Section 4: The Treasurer, or his/her designee, shall receive all Friends of Harkness monies and shall disperse them within the guidelines of the approved procurement procedures or vote of the Board and approval of the Finance Committee. The Treasurer shall submit a written report of all Friends of Harkness accounts at regular Board of Director's Meetings. Friends of Harkness funds shall be used only for expenses related to the activities of the Friends of Harkness. The Friends of Harkness books shall be kept in the possession of the Treasurer or a Board-designated person or agency and shall be reviewed by members of the Finance Committee on a regular basis

ARTICLE XI: MEMBERSHIP MEETINGS

Section 1: The meetings of the Friends of Harkness shall be at such times and public places as the Board of Directors shall determine.

Section 2: The regular meeting in November shall be known as the Annual Meeting and shall be for the purpose of electing Officers and At-large members of the Board of Directors, receiving reports, and for any other business that may arise.

Section 3: Special meetings may be called by the President or upon the written request of ten members of the Friends of Harkness. All members shall be notified prior to the special meeting. The purpose of the meeting shall be stated in the call and no business beyond that stated in the call shall be transacted.

Section 4. All votes shall pass by a majority of those members present.

ARTICLE XII: FISCAL YEAR

The fiscal year shall be from January 1 through December 31.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Friends of Harkness in all cases where they are consistent with these Bylaws.

ARTICLE XIV: AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Friends of Harkness by a two-thirds vote of those members present, provided the proposed changes have been agreed upon by

vote of the Board of Directors and that a copy of the proposed changes has been forwarded to the full membership at least two weeks before the meeting.

ARTICLE XV: RESTRICTIONS ON ACTIVITIES AND USE OF FUNDS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Board members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II thereof. Notwithstanding, any provision of these Articles, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this organization.

ARTICLE XVI: DISBURSEMENT OF ASSETS

Upon dissolution of the Friends of Harkness, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all of the assets in such a manner, or to such organization or organization organized and operated exclusively for charitable, educational, or horticultural purposes or especially to benefit the physically or mentally handicapped as shall at the time qualify as an exempt organization or organizations under Section 501[c][3] of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated for such purposes.

ARTICLE XVII: IMPLEMENTATION OF BYLAWS

These Bylaws will take effect at the beginning of the calendar year upon vote of the membership at the Annual meeting or at a regular membership meeting.