

**BY-LAWS OF
FRIENDS OF HISTORIC GREAT FALLS TAVERN**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. The name of the organization shall be Friends of Historic Great Falls Tavern, Incorporated (hereinafter “Friends” or “Corporation”).

SECTION 2. The purpose of the corporation shall be as follows: To carry on educational and research projects in the public interest relating to the furtherance of the work of the National Park Service as it relates to the preservation and development of the Chesapeake & Ohio National Historical Park and, more specifically, to the use and preservation of the Great Falls Tavern at Great Falls in Maryland, as well as all related lockhouses and similar structures along the entire length of the Chesapeake & Ohio Canal beginning in Washington, D.C. and concluding in Cumberland, Maryland, all a part of the Chesapeake & Ohio national Historical Park designated by the Federal Act of Congress as the Chesapeake & Ohio Canal Development Act in the 91st Congress under Public Law No. 91-664. It is further the intention of the Friends of Historic Great Falls Tavern to involve themselves in the historic, scenic, educational, scientific and cultural relations devoted to the preservation of a great national treasure for the benefit of the people of our nation.

SECTION 3. The Corporation is organized and shall operate exclusively as a non-stock educational and charitable Corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations hereunder, as they now exist or hereafter may be amended (collectively, the “Internal Revenue Code”) for the purposes described above.

SECTION 4. The principal office of the Corporation in the State of Maryland shall be located at any place where the Board of Trustees may designate.

**ARTICLE II
MEMBERSHIP AND RIGHT TO VOTE**

SECTION 1. As used in these by-laws, the term “member in good standing” for a given year shall mean a person whose name is on the membership roll of the Friends and who has made the contribution recommended by the Board to that Corporation, either as an individual or as a member of a household, for that year. A “member in good standing” includes either an individual or any adult member of a household who meets the criteria of the preceding sentence. Unless otherwise provided by the Board, only a member in good standing shall be allowed to vote at any General Meeting of the Corporation or to hold any office in the Corporation.

SECTION 2. The Board may designate other classes of membership and, in so doing, shall establish whether or not any such class shall have the right to vote at any general meeting of the Corporation.

ARTICLE III
BOARD OF TRUSTEES; EXECUTIVE BOARD;
REMOVAL FROM OFFICE OF AN OFFICER
OR A MEMBER OF THE BOARD OF TRUSTEES

SECTION 1. The legal representation of the Corporation shall be the Board of Trustees (sometimes herein referred to as the “Board”), which shall be empowered to have, hold, and administer all the property, funds, and affairs of the Corporation pursuant to its Articles of Incorporation.

SECTION 2. Unless otherwise provided by these By-Laws, the Board of Trustees shall not exceed fifteen (15) in number, all of whom shall be members in good standing of the Friends. The Board shall consist of the six (6) officers provided in Article IV of these By-Laws and up to nine (9) other Trustees, who shall not be officers. Any Trustee shall be eligible for election as an officer.

SECTION 3. The Trustees shall be elected at the Annual General Meeting of the Corporation to serve three (3) year terms, those terms to be staggered so as to provide a one third (1/3) rotation of the Board’s members each year. Prior to the Annual General Meeting the President shall appoint a nominating committee which shall select candidates for those Trustee positions that are to be voted upon in that meeting. The notice of that meeting shall include a list of those nominees. A member in good standing also may be nominated for a position as a Trustee by a written nomination endorsed by at least five (5) members in good standing. The election of Trustees shall be by a majority vote of those members in good standing present at the meeting. Trustees may be elected to succeed themselves. The elections of Trustees shall be conducted by paper ballot. Each member in good standing present at the meeting may vote for as many candidates as there are Trustee positions subject to election at that meeting. Votes in the election shall be counted by an officer designated by the President and who is not standing for election as a Trustee at that meeting and those results shall be recorded in the minutes of the meeting by the Secretary.

SECTION 4. (a) The Board of Trustees shall hold at least one Board meeting annually and may hold additional meetings with reasonable notice upon the call of the President or upon written request to the President of any three (3) Board members. Notice of any meeting of the Board shall be given in person, by telephone, or in writing, by either United States mail or electronic mail.

(b) A majority of the Board of Trustees present at a Board meeting shall constitute a quorum unless herein otherwise provided.

(c) The Executive Board (herein referred to as the “Executive Board”) of the Board of Trustees shall consist of the President, Vice-President, Secretary, Treasurer, Historian, and Membership Chairperson. The Executive Board shall have full power to act for the Board of Trustees between meetings of the Board of Trustees, except as herein otherwise provided.

(d) The Board of Trustees may designate and appoint committees to fulfill duties prescribed by the Board.

(e) Vacancies in the Board of Trustees may be filled on a temporary basis by the majority vote of the remaining Trustees. Any person so appointed shall hold office for the remainder of the term of that Trustee whom he or she replaces.

(f) Upon the affirmative vote of two-thirds (2/3) of all members of the Board of Trustees, either at a regular meeting or at a meeting specially called for that purpose, any officer may be removed from his or her office and any Trustee may be removed from that position, either with or without cause. Except as herein otherwise provided, a successor may be elected by the Board to fill a removed person's unexpired term. A person who is the subject of such a proposed action shall have at least five (5) days' prior notice of such proposed action and shall have the right to be reasonably heard prior to any vote's being taken on such action.

(g) The Board of Trustees or the Executive Board may conduct the business of the Corporation without holding a meeting provided that all members of the Board of Trustees agree to such conduct in advance and in writing (including by electronic mail) and provided that the Secretary shall make such written agreements a part of the permanent file of the Board of Trustees. A written record, which shall be maintained by the Secretary, shall be made of any such conduct of business.

ARTICLE IV OFFICERS, THEIR ELECTIONS, AND THEIR DUTIES

SECTION 1. The officers of the Corporation shall be a President, who shall be the Chief Executive Officer, a Vice-President, a Secretary, a Treasurer, an Historian, and a Membership Chairperson.

SECTION 2. At the first Board meeting after the Annual General Meeting the Trustees shall elect from among their number the officers of the Corporation to replace any officers whose terms have expired or who otherwise no longer will serve as officers. The elections of officers shall be conducted by paper ballot with the results counted by a Trustee designated by the President and who is not standing for election as an officer at that meeting and with those results recorded in the minutes of the meeting by the Secretary.

SECTION 3. The term of office for all the officers shall be three years or until their successors are duly elected. They may succeed themselves.

SECTION 4. The duties of the President, Vice-President, Secretary, Treasurer, Historian, and Membership Chairperson shall include the following:

A. The President shall preside over all general meetings of the Corporation and all meetings of the Board; shall have all general powers appropriate to that office in accordance with applicable laws of the State of Maryland; and shall have the power to appoint such committees from among the members in good standing as he or she shall deem necessary for the conduct of the affairs of the Corporation. The President also shall carry out such duties as from time to time may be assigned to him or her by the Board.

B. The Vice-President shall take the place of and carry out the functions of the

President during the absence or incapacity of the President. In the event that the President leaves office prior to the expiration of his or her term, the Vice-President shall carry out the functions of the President until a President is elected at the next Board meeting. If neither the President nor the Vice-President is able to act, then the Board shall appoint another member of the Board to act in the place of the President on an interim basis. The Vice-President also shall carry out such duties as from time to time may be assigned to him or her by the President or the Board.

C. The Secretary (or, in the absence of the Secretary, such person as may be appointed to the task by the President or Vice-President) shall take minutes of all general meetings, meetings of the Board of Trustees, and meetings of the Executive Board, prepare copies of those minutes for distribution at appropriate meetings, keep a file of those minutes, maintain a file of all correspondence to and from the Friends, and send notices of meetings as herein otherwise required. The Secretary also shall carry out such duties as from time to time may be assigned to him or her by the President or the Board.

D. The Treasurer shall be responsible for the management of the Corporation's financial matters, as described in Article V, and he or she shall be responsible for insuring the financial integrity of the Corporation and for keeping appropriate records of all financial transactions of the Corporation. The Treasurer also shall carry out such duties as from time to time may be assigned to him or her by the President or the Board.

E. The Historian shall keep and maintain such historical materials (including written, photographic, and other materials) as may be in the possession of the Corporation. The Historian also shall carry out such duties as from time to time may be assigned to him or her by the President or the Board.

F. The Membership Chairperson shall be responsible for overseeing the recruitment of new members of the Friends, maintaining the membership roll of the Friends (including a record of those who are members in good standing of the Friends), collecting annual contributions from members in good standing, and conveying to the Treasurer any contributions from members. The Membership Chairperson may establish a committee of members in good standing to assist in carrying out his or her responsibilities. The Membership Chairman also shall carry out such duties as from time to time may be assigned to him or her by the President or the Board.

SECTION 5. The duties of the officers also shall include such tasks as may be delegated to them by the Board of Trustees.

ARTICLE V FINANCES

SECTION 1. The Board of Trustees shall have power to allocate the funds of the Friends for carrying out the purposes of the Corporation.

SECTION 2. All monies accruing to the Friends shall be collected by such person or persons as the Board may designate, and such monies shall be passed to the Treasurer for disposition.

SECTION 3. The fiscal year of the Corporation shall be from January 1 to December 31, inclusive.

SECTION 4. The Board of Trustees shall determine the compensation, if any, shall be paid to any employee of the Corporation.

SECTION 5. The duties and authorities of the Treasurer shall include the following:

- (a) Upon the approval of the Board, open, close, and maintain all bank or investment accounts of the Corporation;
- (b) Maintain a current list of the nature and location of all non-monetary properties belonging to the Corporation;
- (c) Prepare and present at each Annual General Meeting and at each meeting of the Board and at such other times as it may be requested by the Board a report on the financial condition of the Corporation, including the status of all bank or investment accounts and all non-monetary properties belonging to the Corporation;
- (d) Write such checks as may be required for the on-going administrative process of the Corporation or make any other forms of payments as are authorized by the President or the Vice- President, provided, however, that any check in an amount of one thousand dollars (\$1,000.00) or more shall require the signatures of both the Treasurer and the President or Vice-President. In the absence of the Treasurer any check shall require the signatures of both the President and Vice-President.

SECTION 6. A committee appointed by the President and including three members in good standing, two of whom shall be officers other than the Treasurer, as of the end of the Corporation's fiscal year shall review the financial records of the Corporation and shall report the results of that review to the Board of Trustees at the next meeting of the Board. A copy of that report shall be maintained by the Secretary.

SECTION 7. At the direction of the President or of a majority of the Board of Trustees an audit of any assets of the Corporation or of the financial condition of the Corporation by a disinterested third party may be required.

SECTION 8. Except with the prior approval of the Board, no expense or obligation of any nature of more than one thousand dollars (\$1,000) may be incurred or undertaken on behalf of the Corporation.

**ARTICLE VI
RULES GOVERNING CONDUCT OF MEETINGS**

Unless otherwise provided in its Articles of Incorporation or By-Laws, the rules contained in Roberts Rules of Order, Revised, shall govern the conduct of meetings of the Corporation. The President shall keep a copy of said Rules and shall bring it to any meeting of the Corporation.

**ARTICLE VII
ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS
OF THE CORPORATION**

SECTION 1. The Annual General Meeting of the Corporation shall be held during the month of November no later than the Saturday immediately preceding Thanksgiving Day. Notice of such meeting, including a list of the nominees for Trustee positions to be voted upon at that meeting, shall be sent by United States Mail, postage paid and properly addressed, or by electronic mail to the last known address to each member in good standing or member household in good standing at least twenty (20) days in advance of such meeting, unless otherwise herein provided. Such notice shall state the date, time, and place of the meeting

SECTION 2. The President or the Board also may call a Special General Meeting at any other time that they deem necessary, provided that notice of such meeting is sent by United States Mail, postage paid and properly addressed, or by electronic mail to the last known address to each member in good standing or member household in good standing at least fifteen (15) days in advance of such meeting, unless otherwise herein provided. Such notice shall specify the purpose of the special meeting, and it shall state the date, time, and place of the meeting.

**ARTICLE VIII
AMENDMENTS TO THESE BY-LAWS**

SECTION 1. These By-Laws may be amended in the following manners:

(a) For any article, at a General Meeting of the Corporation, upon two-thirds (2/3) affirmative vote of the votes cast by the members in good standing who are present, provided that a copy of the proposed amendment has been sent by United States Mail, postage paid and properly addressed, or by electronic mail to the last known address of each member in good standing or member household in good standing at least twenty (20) days in advance of that meeting.

(b) For any article other than one related to officers or to the structure of the Board of Trustees, upon two-thirds (2/3) affirmative vote of the Board members present at a meeting of the Board of Trustees, provided that a copy of the proposed amendment has been sent by United States Mail, postage paid and properly addressed, or by electronic mail, to each Board member at least fifteen (15) days in advance of such meeting.

SECTION 2. The Secretary shall record and maintain a record of the results of all votes taken on proposed amendments to these by-laws.

ARTICLE IX ADDITIONAL PROVISIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation or to any private person except that reasonable compensation may be paid for services actually rendered to or for the Corporation.

(b) Except as provided and permitted under Section 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall have no power directly or indirectly to engage in any activity that would invalidate its status as a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(d) Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Trustees, to any organization or organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code or to the federal government or to a state or local government (collectively, an "Exempt Organization") for purposes similar or analogous to those described in Article I, Section 2, hereof. Any asset not so disposed of shall be disposed of by the court of appropriate jurisdiction in the county in which the principal office of the Corporation then is located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution, for purposes similar or analogous to those described in Article I, Section 2, hereof) or to an Exempt Organization or Organizations, as determined by the court, that are organized and operated for such purposes. No member, trustee, or officer of the Corporation or any private person shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

ARTICLE X EFFECTIVE DATE

The effective date of these By-Laws shall be September 1, 2007.