

Bylaws

Friends Meeting House and Cemetery Association of Randolph Township

A New Jersey Nonprofit Corporation

Bylaws adopted 1898; Revised 1975, 1991, 2004 Incorporated 1991

1. The name of this Corporation is Friends Meeting House and Cemetery Association of Randolph Township. It is a New Jersey Nonprofit Corporation.

Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its creation and the words “Corporate Seal, New Jersey.” The Board of Trustees may change the form of the seal or the inscription thereon at its pleasure.

Offices. The principal office of the Corporation shall be the address of the treasurer. The Corporation may change the principal office and may also have offices at such other places as the Board of Trustees may from time to time determine the purposes of the Corporation require.

2. Purposes. The purposes of the Corporation are exclusively charitable in nature. All funds received are to be used exclusively for the preservation and restoration of the Friends Meeting House, Cemetery and grounds, a National, New Jersey, and Randolph Historic Site, as expressed in the minutes of the founding meeting of the Association, October 22, 1898, and for other charitable, scientific and educational activities related to the foregoing. This bylaw, entitled Purposes, may not be altered or repealed by the Corporation or the Board of Trustees.

3. Members. To be eligible for membership in the Corporation, a person must meet one of several qualifications. Qualifications a., b. and c. continue the eligibility for membership as established under the original bylaws of the Association in 1898. Qualifications d. and e. establish eligibility for membership under an addendum to the bylaws approved in 1975. Qualifications f. and g. establish eligibility for membership under the revised bylaws filed at the time of incorporation in 1991. Qualification h. establishes eligibility under a revision in 2004. These qualifications are:

- a. Descendant of a member of a Meeting whose members worshipped in the Meeting House (Mendham Preparative Meeting, Hardwick-Mendham Monthly Meeting or Dover-Randolph Monthly Meeting);
- b. Descendant of someone interred in Quaker Cemetery;
- c. Member of any meeting of the Religious Society of Friends who resides in the County of Morris at the time of application for membership;
- d. Member or former member of the Dover-Randolph Friends Meeting;
- e. Individual who has demonstrated active interest in preservation and particularly preservation of the Friends Meeting House and Quaker Cemetery;
- f. Member of any meeting of the Religious Society of Friends;
- g. Descendant or family member of a present or former member of the Association;
- h. Member of the extended family of individual covered in a. - d. (Example: descendant of a brother of an original meeting member, the brother not being a member).

All applications for membership shall be accompanied by a statement of facts as to eligibility for membership for submission to the Board of Trustees. If the application for membership is found to be in accordance with qualifications a., b., c., or d., the applicant will become a member of the Corporation. Applications for membership submitted in accordance with qualifications e., f., g or h. must be approved by a majority vote of the trustees and is entirely at the discretion of the trustees.

4. Board of Trustees. A Board of Trustees (the "Board"), elected from the members of the Corporation, shall manage the affairs of the Corporation. Commencing in 2004, trustees shall be elected for terms of one to five years with no limit on re-election. Elections shall be staggered so that no more than three terms expire each year. Initial staggered terms shall be implemented on the basis of seniority with the longest serving members of the Board elected first. The total number of trustees shall not exceed fifteen. The trustees shall hold in trust and have control and supervision over all property of the Corporation and shall exercise care that the property is kept in the best possible condition for the future.

The minimum and maximum number of trustees may be changed in the same manner as other changes to the Bylaws are made.

Any trustee may be removed from office without cause by the affirmative vote of two-thirds of all trustees then in office convening in a Special Meeting or at Annual Meeting or by two-thirds of the members of the Corporation present at a Special Meeting of the Corporation or at Annual Meeting. Any trustee may be removed from office for cause, or suspended pending final determination that cause exists for removal, by either (a) the affirmative vote of a majority of all trustees then in office through a conference call or at Annual Meeting or a Special Meeting of the Board, or (b) by a majority of the members present at Annual Meeting or a Special Meeting of the Corporation.

The Board or the Executive Committee may fill any trustee vacancy during the year for the unexpired portion of a term. The Executive Committee shall be comprised of the officers of the Corporation.

Trustees are expected to attend all regular meetings of the Corporation. The Board may waive the expectation of attendance if it so chooses in cases of illness, infirmity or distance from the Meeting House.

The Board may honor the long-time service of a valued trustee who is unable to fulfill the obligations of membership on the Board by designating the trustee as a Trustee Emeritus. The trustee so honored will be consulted regarding major decisions, and shall continue to have all the privileges of membership in the Corporation but will no longer have a vote on the Board of Trustees.

5. Annual Meeting. There will be at least one meeting of the Corporation each year that shall be called "Annual Meeting." Election of new trustees and trustee positions falling vacant during the preceding year will be filled. Trustees will confirm officers in their positions or elect new officers. The Corporation will then conduct its business meeting. Annual Meeting will be held at the Meeting House on a date chosen by the President upon not less than ten nor more than sixty days written notice of the time and place of the meeting. The Secretary will provide members with an agenda for the meeting in writing not less than ten or more than sixty days written notice of the time of the meeting. Any action that statutorily requires an affirmative vote of two-thirds of the votes cast will be announced in the written notice of the meeting.

6. Quorum. A quorum of the Corporation shall consist of a majority of the trustees and any number of Corporation members. The act of the majority of trustees and members at a meeting at which a quorum is present shall be the act of the meeting except for the amendment of the Certificate of Incorporation, the sale of assets other than in the regular course of activities,

merger or any other action that statutorily requires an affirmative vote of two-thirds of the votes cast.

7. Voting. At every meeting of the Board of Trustees, each trustee shall be entitled to one (1) vote. At every meeting of the Corporation, each individual member shall be entitled to one (1) vote.

8. Special Meetings. Special meetings of the Corporation or the Board for any purpose or purposes, such as the annual FitzRandolph Day Meeting, may be called at any time by the President or by any three of the trustees. Special meetings of the Corporation shall be held upon not less than ten or more than sixty days' written notice given in writing. Special meetings of the Board shall be held upon at least two days' notice given in writing or by telephone or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid, designating the time and place of the meeting. Special meetings of the Board can be held via telephone.

9. Notice of Meetings. Notice of Annual and Special meetings shall be sent to all trustees and members qualified to attend. Members and trustees may sign a waiver of notice of any meeting, before or after it takes place, in lieu of receiving notice.

10. Place of Meeting. Annual Meeting and Special Meetings of the Corporation will be held at the Friends Meeting House, Randolph Township, New Jersey unless otherwise specified in the notice of the meeting. The Board of Trustees may hold Special Meetings at the Meeting House or at such other place within or outside the State of New Jersey as the Board shall designate, all members of the Board having been consulted and a majority of the Board approving of the change in venue.

11. Conference Phone. Any or all trustees may participate and vote in a meeting of the Board or a committee thereof by means of conference telephone or any means of communication by which all persons participating in the meeting are able to communicate with each other, such as via electronic mail. Participation by such means shall constitute presence in person for purposes of quorum. The officers of the Board acting as an Executive Committee of the Board may discharge the obligations of the trustees.

12. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting upon written

consent, via regular post or electronic mail or by telephone, of all trustees or all members of the Board or of such committee, with the consent to be included in the Minutes of the Corporation at the next meeting of the Corporation.

13. Committees. The Corporation, the Board or the President of the Corporation with the approval of the Executive Committee, may create committees, with such powers and responsibilities as the Corporation, the Board or the President designates. At least one member of each committee shall be a trustee. Each of the committees shall have and may exercise the authority of the Board, to the extent authorized by the bylaws or the resolution creating the committee, except that no such committee shall:

- a. Make, alter or repeal any bylaw of the Corporation;
- b. Elect or appoint any officer or trustee or remove any officer or trustee; or
- c. Amend or repeal any resolution previously adopted by the Board.

The President may (except with respect to the Executive Committee):

- a. Fill any vacancy in such committee;
- b. Appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- c. Abolish any such committee; or
- d. Remove any members of such committee at any time, with or without cause.

A majority of each committee, meeting together or communicating via electronic mail or by telephone, shall constitute a quorum for the transaction of business. Actions taken by any such committee shall be reported to the Board or to the Corporation at its next meeting, except that, when the meeting of the Board or the Corporation is held within two days after actions are taken, such report shall, if not made at the first meeting, be made at the second meeting.

14. Officers. The Board of Trustees shall elect at each Annual Meeting from among their number, a President, a Vice President, a Secretary, a Treasurer and any such other officers as the Board may determine from time to time to hold office until their successors are chosen and who shall constitute an Executive Committee and who shall act for the Board of Trustees upon all matters relative thereto between the times of the meeting of the Board, reporting such actions at the next meeting of the Board.

The President, Vice President, Secretary, Treasurer and any such other officers of the Board of Trustees shall serve in the same capacity for the Corporation at large.

In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Trustees or the remaining members of the Executive Committee may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the Annual Meeting next succeeding and until the election of a successor. One person may hold more than one office.

- a. President. The President shall have and exercise general charge and supervision of the affairs of the Corporation, and shall do and perform such other duties as may be assigned by the Board. The President shall have the custody of the corporate seal and will affix the seal to corporate business when so authorized or ordered by the Board.

With approval of two thirds of the trustees, the President shall appoint a historiographer who shall keep records pertaining to the Cemetery and other duties of a historical nature as agreed upon by the Board.

The President shall work with the Clerk of Friends Meeting to choose a liaison from Friends Meeting to the Association. The liaison shall not have a vote at Association meetings unless she/he is a member of the Association. The liaison is not subject to trustee approval.

- b. James T. Brotherton, Sr. Vice-President for Buildings and Grounds. The Vice President shall be responsible for general supervision of the buildings and grounds. The Vice President shall jointly with the President attend to any immediate need related to maintenance of the buildings and grounds. The Vice-President will serve in place of the President when necessary.

- c. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine. The Secretary shall send announcements of each meeting to members of the Corporation in accordance with the Bylaws.

The Secretary shall attend and keep the minutes of all meetings of the Board and the Corporation or arrange for a substitute if attendance at a meeting is not possible. The Secretary shall distribute minutes of each meeting to members of the Corporation in a timely fashion.

The Secretary shall be responsible for keeping a list of Corporation members' names

and current addresses. The Secretary shall, in general, perform all other the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned by the Board.

- d. Treasurer. The Treasurer shall be responsible for the care and custody of all funds and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. The Treasurer may endorse on behalf of the Corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board, shall sign all checks of the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments, as may be necessary or proper to be made on behalf of the Corporation.

The Treasurer shall keep the books of the Corporation and shall enter regularly thereon a full and accurate account of all moneys received and all obligations paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times to any trustee on application at the offices of the Corporation. The Treasurer shall give a report on the finances of the Corporation at the regularly scheduled meetings.

The Treasurer shall, in general, perform the entire duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

Any officer may be removed or suspended from office with or without cause following the procedure established in Bylaw 4, "Board of Trustees."

15. Agency. The Board of Trustees may appoint such agents and representatives of the Corporation with such powers and authority to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law, except that decisions involving the investment and disbursement of endowment funds must be made by the Board.

The Board of Trustees, except as otherwise provided in these bylaws, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

16. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of April and end on the last day of March in each year.

17. Indemnification. The Corporation shall indemnify each agent of the Corporation against such person's expenses and liabilities in connection with any proceeding involving such person because such person is or was an agent of the Corporation, to the extent such person has been successful on the merits, as fully adjudicated, or if the Board determines (1) such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and (2) with respect to any criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful.

Derivative Actions. Notwithstanding the foregoing provisions of the Bylaws, in any proceeding by or in right of the Corporation for negligence or misconduct by an agent, no indemnification against liabilities shall be provided. Additionally, in such circumstance, no indemnification against expenses shall be provided in respect to any claim, issue or matter where the agent is found to be liable for negligence or misconduct unless the Board of Trustees so elects and a court of competent jurisdiction approves this decision.

Definitions. As used in this bylaw:

- (A) "Agent" shall include any trustee, officer, employee or agent and the legal representatives of such person;
- (B) "Expenses" means reasonable costs, disbursements and counsel fees;
- (C) "Liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties; and
- (D) "Proceeding" means any pending, threatened or complete civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein and any inquiry or investigation which may lead to an action, suit or proceeding.

Not in Restriction of Other Privilege. The indemnification provided herein shall be in addition to, and not in restriction or limitation of, any other privilege or power which the Corporation may have with respect to the indemnification or reimbursement of members of the Board of Trustees, executive officers, employees, or agents.

Advances. In connection with the indemnification of any agent of the Corporation, whether provided under this bylaw or as otherwise provided by law, the Corporation may advance any or all of the expenses of the agent as they accrue upon the determination by the Board of Trustees that such indemnification may be proper and upon receipt of an undertaking by or on behalf of the agent to repay the amounts advanced should it ultimately be determined that the agent is not entitled to indemnification.

Determinations. Any determination to be made with respect to indemnification of any agent of the Corporation shall be made by a majority vote of disinterested trustees at a meeting that has a quorum of disinterested trustees. If no such quorum is obtainable, or if a majority of disinterested trustees so directs, such determination shall instead be made by independent legal counsel selected by the Board.

18. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall, after payment or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

19. The Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

20. Amendments. These Bylaws (except for bylaw 2, "Purposes") may be altered, amended or repealed by a quorum which shall consist of two-thirds of the members or two-thirds of the trustees, whose votes may be obtained in writing if not present or verbally if present. The Board may amend a bylaw adopted by the members unless the members prescribed in the bylaw at its adoption that it may not be altered or repealed by the Board. Written notice of any bylaw change to be voted on by the members or the Board shall be given not less than 10 days prior to the meeting at which the change shall be proposed.

21. Force and Effect of Bylaws. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the “Act”) and the Certificate of Incorporation as they may be amended from time to time. If any provision of these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

These revised Bylaws were approved by the Friends Meeting House and Cemetery Association of Randolph Township at its Annual Meeting, May 15, 2004.

Officers and Trustees

May, 2004

Margaret Steneck, President

Hal Haydock, Vice President

James Brotherton, Treasurer

Henry Emmans, Secretary

Mary Brotherton

Helen Emire

Marion Irving

Richard Lenat

Kathryn Munch

Mary Robinson

John Ruch