

GLEN MANOR HOUSE AUTHORITY

By Laws

(Approved by the Authority March 22, 2007)

1. **PURPOSE:** The Glen Manor House Authority is chartered by the Portsmouth Town Council to operate in and advisory capacity to the Council regarding the operation of the Glen Manor House. The Glen Manor House Authority shall exist and receive its sole authority from the Portsmouth Town Council. Its purpose is to restore , maintain, and preserve the Glen Manor House and its adjoining property for the enjoyment of current and future generations of Portsmouth residents: manage the operation /rental of the House for approved functions thereby obtaining funds necessary to accomplish the restoration, maintenance ,and preservation , and when possible , return a portion of the proceeds to the Town's General Treasury.
2. **DUTIES:** The Glen Manor House Authority shall advise the Portsmouth Town Council regarding :
 - a. The preservation and use of the Glen Manor House and associated grounds;
 - b. Fee schedules for rental of the Glen Manor House for various types of events;
 - c. Plans for short and long term maintenance of the property, including but not limited to: maintenance and upkeep of the building and grounds, furnishings of the building and landscape of the grounds , modification required or considered necessary to enhance the use and/or ensure the safety of the building , grounds, or occupants;
 - d. Allocation of Space of building and grounds use;
 - e. Occupation of the building by a Resident Manager and /or Caretaker;
 - f. Maintenance of an inventory of all properties in the Manor House to be reviewed quarterly;
 - g. Ensuring that usage of the Glen Manor House is limited to functions of a tasteful and appropriate nature; and
 - h. Regularly inspecting the Glen Manor House.
3. **MEMBERS:** The Glen Manor House Authority shall consist of not more than twenty-four(24) voting members who shall be appointed by the Town Council. The Glen Manor House Authority may, from time to time, offer its recommendations to the Council concerning appointments to the Authority. Members shall serve on a volunteer basis without reimbursement for their services. Membership criteria shall be a person's sole

interest in the restoration, preservation, maintenance, and operation of the Manor House in the best interests of the Town and its citizens.

In addition, the Town Council shall appoint one Council member to serve on the Authority as a non-voting member and such Council Member or a designated alternate shall attend regular, special, or executive Authority business meetings, and serve as liaison to the Council.

Authority members shall nominally be appointed for staggered three(3) year terms in order to assure continuity in the future. The Town Council appointed liaison member's term shall coincide with his or her term of office.

1. Members may be appointed for additional terms without limit as long as they demonstrate sustained interest.
2. Members shall actively participate in Authority activities: unexcused absence from 4 consecutive meetings shall be grounds for dismissal from the Authority.

4. **MEETINGS**: The Authority shall hold at least ten (10) meetings a year. Such meetings will follow Robert's Rule of Order. Notice of said meetings and agendas for them shall be sent to members and to the Town Clerk for posting at least three (3) days prior to the meeting. A quorum will consist of twenty – five (25%) of the membership. Each year the Authority will provide the Town Clerk with a list of the dates and times of scheduled Authority meetings. On rare occasions when it is necessary to get a vote on an urgent matter and time does not permit the calling of a special meeting, the chairman may poll the Authority membership by either phone or Email. In such instances the vote shall be reported by the Chairman at the next Authority meeting. In extenuating circumstance where a member is unable to be present at a meeting where an important vote is to be taken on a vital matter, the member may present a position and vote by Email or regular mail to the chairman of the Authority prior to the meeting.

5. **OFFICERS**: Authority officers will consist of a Chairman, Vice Chairman, Treasurer, Secretary and Corresponding Secretary. Officers shall be elected bi-annually at the May meeting and take office for a two year term the following July 1 st. No officer may serve more than 4 consecutive years in the same office. An officer who is unable to finish his term of office shall be replaced by nomination and vote of the members at the earliest possible meeting following the receipt of notice of resignation.

The **Chairperson** will appoint all Committees, as applicable, with the exception of the Nominating Committee. The Chairperson shall be responsible to the Portsmouth Town Council for all operations of the Glen Manor House. The chairperson shall preside over meetings of the Authority, and shall manage for the Authority the services provided under contract by the Resident manager, Caretaker, and any other provider of services.

The **Vice-Chairperson** shall act with the same authority and assume the responsibility of the Chairperson in the absence of the Chairperson. The Vice Chairperson shall chair the Budget Committee and shall also be responsible for auditing records kept by the Resident Manager.

The **Treasurer** shall be responsible for all operational financial matters relating to the Glen Manor House, and shall keep such records and submit reports as specified in "REPORTS". The Treasurer shall approve all valid bills by signing them and delivering them to the Town Finance Director within one week of their receipt.

The **Secretary** shall be responsible for all reports (other than financial) required for the proper operation of the Glen Manor House. The Secretary shall prepare minutes of each meeting of the Authority. The minutes shall include, but need not be limited to:

1. The date, time and place of the meeting;
2. The members of the Authority as either present or absent ;
3. Any other information relevant to the business of the Authority that any member of the Authority requests be included or reflected in the minutes;
4. A record of all votes taken at all meetings of the Authority, listing how each member voted on each issue. It shall be a public record and shall be available, to the public at the office of the Authority, within 4 weeks of the date of the vote. The minutes shall be public records and unofficial minutes shall be available to the public at the office of the Town Clerk, within thirty-five days of the meeting or at the next regularly scheduled meeting, whichever is earlier. An exception would be if the disclosure would be inconsistent with RIGL #42-46-4 and 42-46-5 or whenever the Authority by majority vote extends the time period for the filing of the minutes and publicly states the reason.
5. The minutes of a closed session shall be made available at the next regularly scheduled meeting unless the majority of the Authority votes to keep the minutes closed pursuant to RIGL 42-46-4 and 42-46-5.

The **Corresponding Secretary** shall receive, file, and answer incoming correspondence and prepare and mail outgoing correspondence of the Authority.

6. **COMMITTEES:** The Authority chairperson shall be responsible for appointing all standing and ad-hoc committees except for the nominating committee which is addressed below. The standing committees and their responsibilities are as follows:

Budget Committee: The Budget Committee shall be chaired by the Vice Chairperson and shall prepare the Annual Authority budget for Authority approval and subsequent submittal to the Town Council. During the year the committee shall review expenditures versus budget and advise the Authority of the need for corrective action.

House Committee: The House Committee shall be responsible for planning , budgeting, scheduling and overseeing projects for the maintenance, restoration, an preservation of the house.

Grounds Committee: The Grounds Committee shall be responsible for planning, budgeting, scheduling, and overseeing the planting and maintenance of the exterior grounds of the House.

Nominating Committee: The Nominating Committee will be selected by the membership with one member appointed by the Chairperson of the Glen Manor House Authority. This Committee will appoint its own Chairperson. The Committee shall have no less than three (3) and not more than seven (7) members. The Nominating Committee will be voted on at the March Meeting. The slate of officers proposed by the Nominating Committee will be presented to the Authority at the April meeting for voting at the May meeting. Nominations may be made from the floor at the April meeting, or before voting at the May meeting.

7. REPORTS: The Manor House Authority Chairperson Shall ensure that the following reports are submitted:

1. Monthly financial Update by Treasurer to be given at the Monthly Meetings.
2. Monthly Minutes (a copy is furnished to the Town Clerk for official Town Records).
3. Monthly Resident Manager and Caretaker reports. The Resident Manager's report shall contain among other pertinent items, and updated list of all future Manor House bookings.

The above reports are provided to the Council liaison member for transmission to the Council as seen fit. In addition, the Chairperson communicates all special requests, changes in policies and procedures, and funding requests to the Council at their regularly scheduled meetings.

8. BUDGETS: The Manor House Authority shall submit an annual budget to the Town Council in accordance with the Town regulations (approximately February of each year) .

The Manor House Authority is encouraged to seek other income avenues for the Manor House including federal, state, and private sources. The Authority is also encouraged to promote fund raising events. Fund raising activities may be exempt from rental fees for the purpose of using such income for the restoration, preservation, capital improvements, maintenance, and operation of the Manor House. Planning, management, and carrying out of fund raising activities shall be delegated to the Friends of the Glen Manor House, a private organization whose function is to raise funds through various activities for use in support of the upkeep, maintenance, improvement and operation of the Glen Manor House. The Friends of the Glen Manor House will maintain an account containing the proceeds from such events and shall fund such Glen Manor House projects as it deems worthy of support.

The Manor House Authority shall determine and recommend rentals and other fees for the use of the Manor House for approval by the Council on a continuing basis. All such rental and other fees shall be deposited with the Town Finance Director within five (5) days of receipt of same.

The Town Council may at its discretion make available all profits raised in excess of the budget for use by the Manor House Authority for capital improvements or for restoration of un-restored areas of the Manor House.

No expenditure of, or commitment, of Town Funds, with the exception of routine utilities, approved annual budget items, and petty cash, shall be made without prior approval of the Manor House Authority. Such expenditures must be approved by a majority of all members voting and shall then be submitted for final approval by the Town Council.

9. STAFFING PROCEDURES: The Glen Manor House Authority will solicit, interview, and recommend to the Town Council candidates for full time manager of House operations, caretaker, and such other staff as is required to operate the property. No contracts of employment for the managers, caretakers, or other contract employees shall be effective unless in writing and duly executed by the prospective employee and the Town of Portsmouth.

A condition of one of the Manor House contracts shall be that the House shall be occupied by one or more of the contractors for security purposes. The Authority shall provide suitable quarters and utilities within the House for this purpose and shall maintain such premises in good condition.

10. RULES AND REGULATIONS FOR HOUSE OPERATIONS:

The Authority shall create and update as required, a set of operating instructions, rules and regulations governing the operation of the House.

11. AMMENDMENTS TO THESE BY-LAWS:

These By-Laws may be amended by the following procedure:

1. Amendments shall be proposed at a regularly scheduled or special meeting.
2. Amendments shall be published in the minutes of the meeting in which they are proposed unless copies are made available to all members prior to the next meeting.
3. After discussion at the meeting following their presentation, the amendment(s) must be passed by a 2/3 majority of Authority members present.
4. The amendment(s) shall be submitted to the Portsmouth Town Council for its approval by a simple majority vote.