

NORTH BRUNSWICK HISTORICAL SOCIETY, INC.
BYLAWS

ARTICLE I

Name

The name of this organization shall be the North Brunswick Historical Society.

ARTICLE II

Purpose

Section 1. Nature of Corporation. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Primary Purposes. The purpose of this non-profit organization shall be to promote, support, gather, preserve, advance and disseminate knowledge about the history of the Township of North Brunswick, County of Middlesex, New Jersey, through research, collections management, preservation and/or interpretation, and make such programs and resources available to the general public.

Collections management means the application of current professionally accepted methods to the maintenance and use of historic records, objects, structures, sites or areas, and the encouragement of similar practices by individuals or other institutions with regard to such records, objects, structures, sites or areas.

Preservation means protection from loss or damage of historic records, objects, structures, sites or areas, and the encouragement of such action by individuals and other institutions with regard to such records, objects, structures, sites or areas.

Interpretation means any activity directed toward the enlightenment of the public concerning the significance of the event, object, structure, site, area, activity, or other subject matter served by the society.

ARTICLE II

Board of Trustees

Section 1. Governance. Except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, all powers of the Corporation shall be exercised by a five-member Board of Trustees, who may delegate to officers and to committees of their own number such powers as they may see fit in addition to such powers as are specified in these By-Laws.

Section 2. General Powers. The Board of Trustees shall have the power to conduct all affairs of the society. The Board of Trustees shall decide questions of policy that for any reason cannot be

acted upon at a meeting of the organization and perform such other functions as designated in the by-laws or otherwise assigned to it.

Section 3. Quorum. At any meeting of the Board of Trustees, three (3) members shall constitute a quorum.

Section 4. Meetings. Regular meetings of the Trustees may be held without notice at such time and place as shall from time to time be designated by resolution of the Board of Trustees.

Section 5. Special meetings. Special meetings of the Trustees may be called by the President or at the request of a majority of the Board as then constituted on three (3) days notice to each Trustee. Special meetings shall be called by the President or Secretary on like notice, on the written request of two or more Trustees.

ARTICLE IV

Officers

Section 1. Officers. The officers of the society shall be the President, Vice President, Secretary, Treasurer, and a fifth member to form the Board of Trustees.

Section 2. Elections and terms of office. The officers shall each serve a term of four (4) years and be elected by ballot, or a method approved by the quorum present, at the first meeting of each year elections are held. There shall be no limit as to the number of terms, consecutive or otherwise, that a member shall serve.

Section 3. President. The president shall have executive supervision over the activities of the society within the scope provided by these bylaws and shall preside at all meetings. The president shall report annually on the activities of the society and shall appoint the members of committees and delegates not otherwise provided for.

Section 4. Vice President. The vice-president shall assume the duties of the president in the event of absence, incapacity, resignation, or removal of the president.

Section 3. Secretary. The secretary shall keep the minutes of meetings of the society and of the board of trustees, maintain a list of members, and render an annual report.

Section 4. Treasurer. The treasurer shall be responsible for the safekeeping of society funds, for maintaining adequate financial records, and for depositing all monies with a reliable banking company in the name of the society. Monies shall be paid out by numbered checks signed by the treasurer and/or the president. The treasurer will collect dues, and shall render an annual report based on the calendar year.

Section 5. Removal. Any Officer may be removed upon an affirmative vote of the remaining four (4) Trustees whenever in their judgment the best interests of the organization would be served thereby.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Trustees for the unexpired portion of the term.

ARTICLE V

Membership

Section 1. Members. Any person interested in the purposes of the organization who applies for membership and who tenders the necessary dues shall there by become a member.

Section 2. Dues. Annual dues for individual members shall be \$25 per year. Annual dues shall be payable at the first meeting of the calendar year, and members in arrears more than six months after payment is due shall be dropped from membership.

Section 3. Term. All terms shall coincide with the calendar year and members shall not be restricted from serving subsequent terms.

Section 4. Resignation. Any committee person desiring to resign from the Historical Society shall submit his resignation in writing to the Secretary and/or President.

Section 5. Termination. A member of the society may have his appointment terminated if his absences exceed one-third of the regularly scheduled meetings, or if his conduct is injurious to the ability of the committee to function. The committee person in question shall receive in writing, by the request of the President, a letter of notification indicating the committee's intent to request the respective governing body to terminate the appointment. An opportunity for appeal shall be required at a meeting before the Board of Trustees before such termination shall take place.

ARTICLE VI

Meetings

Section 1. Meetings. The regular meeting of the organization shall be held at least twice annually at a date, time, and place decided upon by the Board of Trustees prior to the first regularly scheduled meeting and announced to the public via an approved media. Additional meetings may be called by the President.

Section 2. Notice of Meetings. Notice of all regular meetings and all special meetings shall be mailed, or electronically mailed, to each member of the committee at least five (5) days prior to each meeting, and shall be announced to the general public through the media, including on-line media.

Section 3. Quorum. A simple majority of the membership shall constitute a quorum.

Section 4. Rules of Order. The rules contained in Robert's Rules of Order govern the proceedings of the society except in such cases as are governed by bylaws.

Section 5. Order of Business. The following shall be the order of business of the committee, but the rules of order may be suspended upon approval of the committee and any matters considered or postponed by action of the committee:

1. Call to order
2. Minutes Approval
3. Reports of the President
4. Report of the officers and committees
5. Unfinished Business
6. New Business
7. Comments for the Good of the Order
8. Public Comment
9. Adjournment

ARTICLE VII

Use of Corporate Funds

Section 1. Contracts, Checks and Drafts. The Board of Trustees may authorize any officer or officers, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of any money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances and, unless so authorized by the Board of Trustees, no officer shall have the power or authority to bind the Corporation by any contract or engagement or to render it pecuniarily liable for any purpose or to any amount.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the vote of the Board of Trustees.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select, or as may be selected by any officer or officers of the Corporation with whom such power may from time to time be delegated by the Board of Trustees.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

Committees

Section 1. Structure. The president of the board of trustees shall appoint chairs of committees, which may include but are not limited to:

(a) Archive Committee. Responsible for collecting, cataloging, caring for, arranging, and repairing books, manuscripts, newspapers, and other historical source material.

(b) Museum Committee. Responsible for collecting, cataloging, cleaning, repairing, and storing historic objects; for arranging museum exhibits, and the correct historic interpretation of these exhibits; for the care and upkeep of museum quarters.

(c) Publications Committee. Responsible for finding ways and means for publishing joint or individual research studies; newsletter to members, a quarterly bulletin, or books; for publicity; for staging radio and television programs.

(d) Historic Sites Committee. Responsible for establishing the historic validity for sites proposed for marking; for marking historic sites; for arranging tours of the sites.

(e) Program Committee. Responsible for arranging suitable programs; for setting time, place, and date of meetings.

(f) Membership Committee. Responsible for membership drives and processing new candidates for membership.

ARTICLE IX

Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a supermajority of four (4) members of the Board of Trustees at any regular meeting provided notice was given at the previous meeting; or at a special meeting called for such purpose with prior notice of at least ten (10) days. All proposed amendments shall be submitted in writing.

ARTICLE X

Indemnification

The Corporation shall, to the fullest extent permitted by law and more particularly by N.J.S.A. 15A:3-4, indemnify any person who was, is or shall be an officer, trustee, employee or agent to the Corporation and any person who was, is or shall be an officer, trustee, employee or agent of any other enterprise and who is acting as such at the request of the Corporation, or the legal representative of any such officer, trustee, employee or agent, for any action taken or failure to act on behalf of the Corporation provided that this indemnification shall not apply to any illegal or criminal act. In addition, to the above, the Corporation may purchase and maintain insurance on behalf of each such officer, trustee, employee or agent against any expenses incurred in any claim, suit or other proceeding, and any liabilities asserted against or incurred by such officer, trustee, employee or agent in his or her capacity as such whether or not the Corporation would have the power to indemnify such agent against such liability under the provisions of N.J.S.A. 15A:3-4.

ARTICLE XI

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.