

# **The Somerset County Historical Society**

## *Bylaws*

*Effective Date -*

**SOMERSET COUNTY HISTORICAL SOCIETY**

**BYLAWS**

**ARTICLE I**

**Name**

The name of this Association shall be "The Somerset County Historical Society" incorporated in the State of New Jersey as a not for pecuniary profit corporation herein after abbreviated as SCHS.

**ARTICLE II**

**Objects**

The purposes for which SCHS is formed are to discover, procure, promulgate and preserve the History of Somerset County in particular, and of the State of New Jersey and the United States of America as a whole.

**ARTICLE III**

**Members**

**Section 1. Classes of Membership.**

The classes of membership shall be established by the Board of Trustees.

**Section 2. Dues.**

The dues for annual membership will be established by the Executive Committee. The membership year shall be the calendar year January 1<sup>st</sup> thru December 31<sup>st</sup>.

**Section 3. Fees.**

Fees for research and use of the facilities shall be established by the Executive Committee.

## ARTICLE IV

### Executive Committee

#### Section 1.

The officers and appointed members of the Board of Trustees together shall constitute the Executive Committee.

#### Section 2.

The President shall preside over the Executive Committee, with the Vice President assuming the chair in the absence of the President.

## ARTICLE V

### Officers

**Section 1. Elected Officers.** The elected officers of the SCHS shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, Treasurer, Librarian (optional), curator (optional) and Archivist (optional).

**Section 2. Appointed Officers.** The Executive Committee of SCHS shall have the authority to appoint additional officers or assistants to officers when needed as determined by a two thirds (2/3) vote of those present at a regular or special meeting of the Executive Committee.

**Section 3. Duties and Term of Office.** The Officers shall have such duties as usually pertain to such posts, or as may be assigned to them by the Executive Committee or by the President having such authority from the Executive Committee. The Officers shall serve for a one (1) year term and shall hold office until their successor has been elected and has accepted that election and is willing and able to serve. Their term of office shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>. The term of an appointed officer shall also be from January 1<sup>st</sup> (or date of appointment) and end on December 31<sup>st</sup>. Each shall perform such duties as usually appertain to their respective offices and such other duties as may be imposed on them by these Bylaws, by the Executive Committee, or by the parliamentary authority adopted by SCHS.

The Officers and Trustees of SCHS shall attend all meetings and special events of the Society and all meetings of the Executive Committee, if possible.

**Section 4. Election.** Officers and Trustees shall be elected by the membership at the Annual Meeting in November. By September of each year the President shall appoint a Nominating Committee consisting of three (3) members of the Executive Committee who are in good standing and have demonstrated an interest in the SCHS through their actions and good judgment. The Committee shall present its recommendations to the Executive Committee at a time specified in advance by the President such that it will be in compliance with the election process as stated in these bylaws or established by the Executive Committee. The Committee shall submit a nominee

for each officer position, trustee position and any other position that is requested by the Executive Committee.

The Nominating Committee shall seek and consider the recommendations of other members of the Society and shall not consider its deliberations to be, in any way, secret or confidential.

Any member of the SCHS may make a recommendation for any elected position and any member of the Executive Committee may nominate a candidate other than those recommended by the Nominating Committee and he shall be placed on the official ballot for election. The Board of Trustees may not override the recommendations of the Nominating Committee but they have the right to add a member to the recommendation of the Nominating Committee if the Nominating Committee has no recommendation for that office.

**Section 5. Elections.** If there are no contested offices, Chairman of the Nominating Committee will report the recommendations at the Annual Meeting and the election will be by acclamation. If there are contested offices or nominations from the floor, the Secretary shall prepare a ballot that includes only the contested offices. A majority of members present will carry the election of any nominee.

## ARTICLE VI

### Trustees

**Section 1. Authority.** The Board of Trustees shall have the authority to direct the activities of the Society, administer its affairs according to the objectives as stated in its Bylaws and act as trustees of the corporation.

**Section 2. Composition.** The Board of Trustees shall be composed of those who are interested in and are willing to work for the best interest of the Society.

The members of the Board of Trustee shall include:

1. The officers elected by the Society at its Annual Meeting.
2. The officers appointed by the President as authorized by the Board of Trustees.
3. Vacancies on the Board of Trustees may be filled by a vote of 2/3 of the Board members present at a regular meeting.
4. The maximum number of trustees shall be fifteen, a minimum shall be nine.
5. The term of office for a trustee shall be three years with 1/3 of the Board of Trustees standing for election each year.

**Section 3. Duties and Power.** The Board of Trustees shall have general supervision of the affairs of the Society between its Annual Meetings, shall meet at least four (4) times a year, shall fix the hour and place of meetings of the Board and the Society, shall approve appointments by the

President, shall authorize the activities of the Society, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the By-Laws of the Society and none of its acts shall conflict with action taken by the Society or shall be in conflict with the By-laws of the Society.

The President shall chair all meetings of the Board. In his absence from any such meeting, the Vice-President shall chair it. A quorum shall consist of a minimum of two officers and four trustees.

**Section 4. Real Property.** All purchases and sales of Capital A assets consisting of physical property in excess of \$7,500 shall be approved by the Board of Trustees and ratified at the Annual Meeting of the Society. All purchases and sales of Financial assets shall be recommended by the Finance Committee and approved by a 2/3 vote of the members present at a meeting of the Board. All other assets with a value of less than \$7,500 are designated as Capital B assets and may be purchased or sold by approval of 2/3 of the members of the Board.

## ARTICLE VI

### Meetings

**Section 1. Annual Meeting.** The Annual Meeting of the Society shall be held each year in November, at a time and place designated by the Board of Trustees, which shall have the authority to select another date for the meeting. The meeting shall be for the purpose of receiving reports of the officers of the Society as determined by the Board of Trustees; the election of the Society officers and for the consideration of other matters that may be specified in the Notice of the Annual Meeting.

**Section 2. Regular Meetings.** Meetings of the Board of Trustees shall occur every other month beginning in January at the Van Veghten House or other location announced by the Board.

**Section 3. Special Meeting.** A special meeting of the Board may be called at any time by the President; or, shall be called by the President upon receiving a petition signed by at least fifteen (5) members of the Board; or, by petition signed by at least fifty (50) members of the Society. The notice of a special meeting shall specify the matters to be considered and no other matter shall be acted upon at such meeting.

**Section 4. Notice.** The Secretary shall notify each member of the Board of a Special meeting at least fifteen (15) days before the meeting date, stating the time and place of meeting, and the purpose of the meeting.

**Section 5. Chair.** The President shall chair all meetings of the Board. In his absence from a meeting, the Vice-President shall chair it.

**Section 6. Quorum.** The members present in attendance at the Annual meeting of the Society shall constitute a quorum.

## ARTICLE VII

### Committees

**Section 1. Finance and Investment Committee.** The Finance and Investment Committee shall manage the assets of the Society as directed by the Board of Trustees. It shall approve all depositories of Society funds, and shall determine the separate accounts in which different classes of Society funds shall be kept, subject to the approval of the Board of Trustees. It shall act as an advisory body to the Treasurer regarding expenses and shall assist in the preparation of an Annual Budget for the Society. All actions of this committee shall be unanimous. The members of the Finance and Investment Committee shall be not less than three (3) or more than five (5) as determined by the Board of Trustees. The committee shall also investigate and apply for, where appropriate, any grants to cover operating costs or special projects. The Treasurer shall be the Chairman with full voting rights.

**Section 2. Buildings and Grounds Committee.** The Committee shall be responsible for the maintenance, repair, general up keep, and restoration, where appropriate, for the Van Veghten House including all contracted systems and services.

**Section 3. Library and Archives Committee.** The Committee shall be responsible for the protection and inventory of all collections, documents, drawings, maps, books, curios, memorabilia, and other collectibles belonging to the Society. These items shall be kept in the Society Headquarters, and shall not be removed without receipt and consent of the Executive Committee, which may be upon specified conditions. A record of the time of removal and the time of return of items shall be maintained. The Society may accept material on loan only with consent of the Executive Committee and only upon receipt countersigned by the lender.

**Section 4. Museum Committee.** The committee shall consist of a curator and assistant curator. The museum will be maintained and expanded as recommended by the committee and approved by the Executive Committee.

**Section 5. Bylaws Committee.** The Bylaws Committee shall study the Bylaws and the Rules and Procedures of the Society in the light of the changing needs and requirements and shall recommend from time to time any revisions thereof or amendments thereto that, in the Committee's opinion, are necessary to further the interests of the Society. The Committee shall keep a copy of the Bylaws and the Rules and Procedures of the Society and make copies available to any member of the Society when requested. The Board of Trustees shall determine the size and membership of the Bylaws Committee.

**Section 6. Nominating Committee.** A Nominating Committee shall be appointed by the President as specified in these Bylaws in Article V Section 4.

**Section 7. Newsletter Committee.** A newsletter shall be published under the control of an editor. The editor shall be the chair of the committee and may appoint contributing members with the approval of the Board.

**Section 8. Marketing and Public Relations Committee.** The committee shall be responsible for programs and activities for the benefit of the members of the Society and the public at large. The committee shall also promote the Society by the publication of informational literature and attendance at appropriate functions. An objective of this committee shall be to increase membership.

**Section 9. ADA Committee.** The committee shall be responsible for bringing the Society into compliance with the “Americans with Disabilities Act” and making recommendations on how the Society and our staff can be responsive to our members and visitors with special needs.

**Section 10. Other Committees.** The Board of Trustees may authorize the formation of other committees that it considers necessary to carry on the work of the Society. The President may appoint such other committees, standing or special, as he deems desirable to advance the purposes of the Society or to perform such duties as are best carried out by a committee, provided that such a committee conforms to the best interests of the Society and that its members are approved by the Board.

**Section 11. Status of the President.** The President shall be a member of all committees (except the Nominating Committee) with full voting rights.

## ARTICLE VIII

### Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Society may adopt.

## ARTICLE IX

### Status as a Non-profit Organization

**Section 1. Compensation.** Officers, members of the Board of Trustees, and appointive officials of the Society shall not receive any stated compensation for their services, but the Board of Trustees may authorize reimbursement of expenses incurred in the performance of their duties.

**Section 2. Liability.** Nothing herein shall constitute members of the Society as partners for any purpose. No member, member of the Board of Trustees, officer, or agent of the Society shall be liable for the acts or failures to act under these Bylaws, excepting only acts or failures to act arising out of willful misfeasance.

**Section 3. Funds.** The Society shall use its funds only to accomplish the **OBJECTS** specified in **ARTICLE II** above and no part of said funds shall inure or be distributed to members. No funds shall be used for purposes contrary to the laws of the State of New Jersey or the provisions concerning prohibited activities of the Internal Revenue Code pertaining to the use of funds by non-profit corporations.

**Section 4. Dissolution.** In the event of the dissolution of the Society and after the discharge of all its liabilities, the remaining assets shall be given to a nonprofit organization whose objects are similar to those of the Society, such organization to be designated by a majority vote of the Board of Trustees. Should any asset fail to be disposed of as stated above then those assets shall be disposed of in compliance with the laws of the State of New Jersey pertaining to the distribution of the assets of nonprofit corporations at the time of dissolution.

## ARTICLE X

### Gifts, Bequests and Devises

**Section 1. Gifts.** The President of the Society or his representative shall have the authority to accept any suitable gift of property or money in behalf of the Society on the condition that it is approved by the Board of Trustees and provided that it is in a form authorized by the Board.

**Section 2. Bequests.** Those persons desiring to make testamentary gifts or bequests of money to the Society shall make such bequests or gifts as prescribed by the laws of the State of New Jersey. The Board of Trustees shall prepare a recommended form for that purpose.

**Section 3. Devises.** Devises of real estate to the Society shall be made by designating the devisee as “The Somerset County Historical Society” together with an appropriate description of such real estate. The Board of Trustees must approve its acceptance.



## **ARTICLE XI**

### **Amendment**

These Bylaws may be amended by a two-thirds (2/3) vote of the members in good standing of the Society at the Annual Meeting who shall vote in a manner prescribed by the Board of Trustees at least thirty (30) days prior to the annual meeting of the Society the notice for which has stated the intent to vote on the proposed Bylaw change. The Secretary shall prepare a notice for the newsletter that includes the proposed change, the complete section being changed, and any necessary explanation along with the recommendations of the Board of Trustees who must have approved the proposed change by a vote of a majority of its members present at any meeting of the Board of Trustees. The proposed change shall also be posted to our website.

At the annual meeting of the Society, those members present at the meeting will vote on the changes. No additions or changes from the floor will be entertained. The member must sign the ballot before it can be counted. A member may vote only once. No member may vote after the results of the voting are announced.

The Secretary shall hold the ballots for thirty (30) days prior to destruction. During that time any member of the Society may examine them. If upon examination the member believes that the result of the voting is in error and that the outcome would be changed, then the ballots shall be held until the Board of Trustees has had time to consider the claim of error and then they should be destroyed at a time determined by the Board.

The Board of Trustees shall settle all disputes as to the voting and their decision shall be final.