

Bylaws
Pequannock Township Historical Society
Approved by Membership – May 20, 2015

Article I: Name and Purpose

Section 1 Name: The name of this organization is the Pequannock Township Historical Society, Inc.

Section 2 Purpose: The purpose of this nonprofit Society is to preserve, interpret, and promote the history and diverse heritage of Pequannock Township and neighboring communities, including, but not limited to:

- a. Preserving and maintaining historic buildings, sites, and collections.
- b. Creating and presenting programs, exhibitions, publications, and other activities for the public that celebrate and interpret the history and heritage of Pequannock Township and neighboring communities.
- c. Acquiring financial resources to support the operation of the Society.

Article II: Membership

Section 1 Membership is open to any person or organization without regard to race, color, religion, creed, gender, national origin, age, disability, marital status, veteran status, sexual orientation, or any other legally protected status.

Section 2 The Society will establish various membership categories, along with dues.

Section 3 The membership and fiscal year runs from January 1 through December 31. If a member fails to pay his/her dues by March 1 for the membership year, his/her membership will be suspended until payment is received.

Section 4 Each membership classification is entitled to 1 vote per membership.

Section 5 An “active” member has attended two business meetings in the prior 12 months.

Section 6 Active membership privileges include the right to chair committees. Active members who meet eligibility requirements have the right to run for Executive Committee positions. Active members have the right to vote on the adoption or amendment to the annual budget and programs, unbudgeted purchases or contracts over \$1000, other items listed in the bylaws, and matters put forth by the Executive Committee. Active members will also elect the Executive Committee.

Article III: Meetings

Section 1 Business meetings of the Society will be held at least quarterly, which includes the Annual Business Meeting held between January 1 and February 15. During the first year of incorporation, the Annual Business Meeting will be held within 60 days of the Society Organizational Meeting.

- Section 2** At the annual business meeting, members will elect Executive Committee members, the Treasurer will present an annual financial report, and the society's annual budget and plan of activities will be reviewed and adopted.
- Section 3** Additional business meetings may be requested by any member by contacting any Executive Committee member. The Executive Committee will decide and arrange the meeting.
- Section 4** Members will be notified of all business meetings at least two weeks prior to the meeting by the Secretary.
- Section 5** 20% of active members will constitute a quorum.
- Section 6** All business meetings will be open to members and the general public.

Article IV: Executive Committee and Officers

- Section 1** The Executive Committee will be comprised of the Officers – the Chair, Secretary, Treasurer – and up to ten trustees, four of whom will be the Membership Chair, Facilities Chair, Collections Chair, and Fundraising Chair. A representative appointed by the Pequannock Township Historic District Commission or its successor will be non-voting ex-officio member.
- Section 2** The Chair, Secretary and Treasurer will be elected annually for one-year terms by the active members in accordance with the Society's procedure for elections, and may serve up to three consecutive terms. The ten trustees will be elected for three-year terms and may serve up to two consecutive terms. The Membership Chair, Facilities Chair, Collections Chair, and Fundraising Chair will be elected by the Executive Committee from among the Trustees for one-year terms, and may serve for up to three consecutive terms.
- a. Eligibility for election to the Executive Committee will be active membership in the Society, attendance at 50% of the Society's Business Meetings, and demonstrated engagement in other society activities over the previous 12 months.
 - b. In the temporary absence of the Chair, meetings of the Society and the Executive Committee will be facilitated, or the Society will be represented, by the Membership Chair first, then by the Facilities Chair, then the Collections Chair, then the Fundraising Chair, then the Secretary, and then the Treasurer.
 - c. Succession:
 1. If the Chair is unable to complete his/her term of office, the Membership Chair will become the Chair until the next regular election and will resign his or her Membership Chair position.
 2. If the Secretary, Treasurer, Membership Chair, Facilities Chair, Collections Chair or Fundraising Chair is unable to complete her/his term, the Executive Committee will elect a replacement from the Executive Committee to serve in that position until the next regular election. That Executive Committee member will resign his or her current position.
 3. If a Trustee is elected by the Executive Committee to fill an unexpired term or is otherwise unable to complete her/his term of service, the Executive

Committee will elect a new Trustee from the active membership of the Society to serve until the next regular election.

- d. The Executive Committee may appoint on the recommendation of the Chair an assistant to the Chair.
- e. The Executive Committee may appoint on the recommendation of the Secretary, Treasurer, Membership Chair, Facilities Chair, Collections Chair or Fundraising Chair an assistant for that person to provide assistance and to temporarily represent them as needed to carry out their duties.
- f. At the end of tenure in office, the Chair, Secretary, Treasurer, Membership Chair, Facilities Chair, Collections Chair and Fundraising Chair will transfer all documents, records, and archives to their successor.
- g. At the end of tenure in office, Trustees will transfer all documents, records, and archives to the Executive Board.

Section 3 Termination of Officers and Trustees

- a. Voluntary Resignation: Voluntary resignation must be put in writing and received by the Executive Committee.
- b. Termination by Executive Committee: Any Officers or Trustees can be terminated by a 3/4 vote of the remaining Executive Committee members.
- c. Termination by Members: Any Officers or Trustees can be terminated by a 2/3 vote of the active membership at a business meeting of the Society according to voting procedures listed in Article V. The Officers or Trustees in question must be notified in writing at least two weeks in advance of the vote.

Section 4 The Executive Committee will be responsible for:

- a. Managing the general activities of the Society, its officers, committees and membership by establishing appropriate policies and procedures that will aid the Society in fulfilling its mission and goals.
- b. Presenting to the membership for approval a budget and plan of activities for the upcoming year at the Society's annual meeting. The Executive Committee will also prepare and submit for the approval of the membership other items as defined in these bylaws. Items submitted to the membership for approval will be provided to the membership not less than two weeks before the meeting.
- c. Acquiring and developing the financial resources necessary to support the operations of the Society.
- d. Ensuring that the Society maintains a sound financial position by: monitoring the Society's annual budget, reviewing and approving its submission to the membership for approval, reviewing expenditures, and providing advice and support to the Treasurer. For unbudgeted expenditures over \$1,000, the Executive Committee will review and approve these for submission to the membership for final approval.
- e. Negotiating, reviewing and approving contracts and agreements. For contracts valued at over \$1,000, the Executive Committee will review and approve these for submission to the membership for final approval.
- f. Arranging for and accepting the annual financial audit of the Society.

- g. Monitoring the Society's annual plan of activities by receiving reports from the various committee chairs and by participating in Society activities.
- h. Creating and maintaining a procedures manual for the Society.
- i. Procuring appropriate insurance for the Society.
- j. Ensuring publicity for the society and its activities.
- k. For Executive Committee Chairs, providing an annual report of their activities.
- l. A quorum will be one-half (1/2) of the members of the Executive Committee.
- m. The Executive Committee will meet at least quarterly. A Business Meeting of the Society may not double as a meeting of the Executive Committee.

Section 5 Chair

- a. The Chair will be responsible for:
 - 1. Facilitating meetings of the Society and the Executive Committee, and drafting the agenda for each.
 - 2. Executing legal documents, agreements, contracts and reports that have been approved by the Executive Committee and/or the membership, and attested to by the Secretary or the Treasurer.
 - 3. The Chair, or their assigned representative, will serve as the official liaison to Pequannock Township Council and the Pequannock Township Historic District Commission or its successor.
- b. The Chair, or their assigned representative, will represent the Society in the community.

Section 6 Membership Chair

- a. The Membership Chair will be responsible for:
 - 1. Facilitating and enabling the activities of the Membership Committee, reporting on its activities to the Executive Committee, and submitting changes to the membership categories and dues structure to the Executive Committee for approval.
 - 2. Maintaining the Society's membership records, including those determining who is an active member, and collecting dues with the assistance of the Membership Committee.
 - 3. Actively recruiting members.
 - 4. Distributing Bylaws and Procedural documents to new members.
- b. In the temporary absence of the Chair, the Membership Chair may execute legal documents that have been approved by the Executive Committee and/or the membership and attested to by the Secretary or the Treasurer.

Section 7 Facilities Chair

- a. The Facilities Chair will be responsible for:
 - 1. Facilitating and enabling the activities of the Facilities Committee and reporting on its activities to the Executive Committee.
 - 2. Serving as the Society's lead person monitoring and supporting the preservation and maintenance of any properties owned, leased, or operated including:
 - Preparing specifications, soliciting bids and quotations, and making recommendations for award to the Executive Committee.

- Implementing and supervising the contracted work awarded by the Executive Committee.
- 3. Adhering to federal, state, county, and local historic preservation guidelines.
- 4. Coordinating site use and rentals.
- b. The Facilities Chair will be the liaison to Pequannock Township departments or other agencies regarding the care, maintenance, operation and use of Society properties.

Section 8 Collections Chair

- a. The Collections Chair will be responsible for facilitating the efforts of the Collections Committee, including:
 1. Developing, implementing, and periodically updating a collections management and exhibition plan for the Society that will be approved by the Executive Committee.
 2. Acquiring appropriate materials for the Society's collection that fulfill the mission and goals of the Society.
 3. Developing, preparing, monitoring and maintaining both static and changing exhibitions, including providing training and support to the Society's docents, guides and educators.
 4. Preparing and making available interpretive materials, guides and other items to support exhibitions.
 5. Safely and appropriately storing, conserving and restoring the artifacts and archival materials owned and held by the Society.
 6. Arranging and managing artifacts or other materials on loan to or from the Society.
 7. Providing advice to the Executive Committee concerning the purchase of materials for the collection.
 8. Enabling access to the collection for study or scholarly use by historians, students and others.

Section 9 Fundraising Chair

- a. The Fundraising Chair will be responsible for:
 1. Developing an annual plan designed to meet the budget requirements of the Society.
 2. Leading and managing fundraising events.
 3. Monitoring and evaluating fundraising efforts.

Section 10 Secretary

- a. The Secretary will be responsible for:
 1. Keeping the official records of the Society.
 2. Keeping accurate records of Society meetings, and distributing them in a timely manner.
 3. Scheduling meetings and ensuring meeting locations are booked.
 4. Distributing official notices, meeting agendas, and other items to the membership.
 5. Maintaining a record or archive of all Society correspondence.

Section 11 Treasurer

- a. The Treasurer will be responsible for:

1. With the approval of the Executive Committee, establishing and maintaining accounts to manage the funds of the Society, depositing and disbursing funds, keeping an accurate record of receipts, deposits, disbursements and transfers, and submitting reports of financial activity to the Executive Committee at each of its regular meetings in accordance with generally accepted accounting practices.
2. With a designated member of the Executive Committee, signing all financial instruments that have been authorized by the Executive Committee or Society.
3. Preparing a proposed annual budget with the assistance of the Executive Committee for submission to the membership for approval at the Society's annual business meeting.
4. Preparing and presenting a balanced financial report to the membership at the Society's annual business meeting.
5. Preparing and filing—or assisting the Society's auditor in preparing and filing—all required tax, financial, charitable registration, and other reports, statements or records as required by federal, state, county, or township laws or regulations or as required by funders and sponsors.

Section 12 Trustees

- a. The responsibilities of Trustees are:
 1. Providing advice, expertise, recommendations and counsel in support of the Society's broad vision, mission and activities.
 2. Partnering with the Officers and Chairs in leading or supporting special projects, activities and initiatives of the Executive Committee.

Article V: Elections

Section 1 Elections will occur at the beginning of the Society's Annual Business Meeting.

- a. The election will be run by an Election Committee consisting of three active members who volunteer and who are not currently planning to run for election. The Election Committee will be formed at the last business meeting prior to the Annual meeting.
- b. The Election Committee will accept nominations. Anyone nominated by another person must accept the nomination. The Election Committee together with the Membership Chair will determine whether the nominee meets requirements to run.
- c. The Election Committee will notify membership of all those running for office at least two weeks prior to the Election. Nominations will also be accepted from the floor on the day of the election.
- d. Voting will be conducted by confidential ballot. Election will be by majority vote of the active members who are present and by proxy ballots submitted to the Election Committee prior to the election for confirmation of active member status.
- e. The election committee will tally the votes and announce the results of the election during the meeting and terms of service will begin as the last item of business on the Annual Meeting's agenda.

- f. In the case of a tie vote, the candidates will have the opportunity to make a statement in support of their election and then a second vote will be taken. Proxy votes will be counted again as submitted.

Section 2 The first election after the organization of the Society will take place at the next business meeting following the organizational meeting. It will be managed by the Election Committee as described above.

Section 3 Immediately following the first election, staggered terms for the Trustees will be determined as follows: The 3 Trustees with the most votes will serve three year terms, the 3 Trustees with the next most votes will serve two year terms, and the 4 Trustees with the next most votes will serve one year terms.

Section 4 Ballots will be destroyed no sooner than 60 days after the Annual Business Meeting by the Election Committee.

Article VI: Committees

Section 1 Standing Committees

- a. The Executive Committee will establish committees to further the mission and support the goals of the Society.
- b. The committees of the Society may include, but not be limited to, Membership, Facilities, Collections, Fundraising, Programs, Education, and Publicity.
- c. The membership of the committees will be comprised of volunteers from the membership of the Society.
- d. Committee chairs will be elected annually by the members of the committee, with the exception of the Executive Committee Chairs: Membership, Collections, Fundraising, and Facility Committee Chairs.

Section 2 Ad Hoc Committees: The Executive Committee may create and appoint ad hoc committees for special purposes. Ad hoc committees will exist for one calendar year; if their duties are not completed, the committee may be re-established for one additional year.

Section 3 Reports: All committees will present a report of their activities for the current year and a plan of activities for the upcoming year to the Executive Committee annually by December 15.

Article VII: Conflicts of Interest

Section 1 Any Society member who has or appears to have a financial, personal or official interest in any matter pending before the Society—or has a family member with a financial, personal or official interest—that Society Member must disclose the conflict to the Chair and/or the Executive Committee and recuse himself/herself from all discussions and votes regarding the pending matter as well as related matters.

- a. A financial interest means equity ownership of more than 5% or valued at over \$1,000, whichever is less.

- b. An official interest means anyone employed or serving in a volunteer or official capacity where their decisions related to the Historical Society may be influenced by their position with their employer or affiliated agency.

Article VIII: Disposition of Assets in Case of Disbandment

Section 1 In the event the Society disbands, or for any reason goes out of existence, all of its assets will be distributed to another nonprofit Society or Societies or public museum or archive with similar purposes, or disposed of in appropriate alternate ways as determined by remaining members of the Society.

Article IX: Amendments to Bylaws

Section 1 Amendments to the Bylaws may be made at a regular meeting by two-thirds majority of active members present and by signed proxy, provided notice and description of such proposed amendments are sent at least thirty days prior.