

BY-LAWS OF HUNTERDON COUNTY HISTORICAL SOCIETY

ARTICLE I

Section 1. Name: The name of the organization shall be the Hunterdon County Historical Society (HCHS), a nonprofit 501c3 corporation formed under the laws of the State of New Jersey.

Section 2. Purpose: The purpose of the corporation is the collection and proper storage of all material pertaining to the history of Hunterdon County as well as the charitable and educational study and interpretation of Hunterdon County's history, the preservation of its historic sites, manuscripts, film, digital items, and artifacts, and the dissemination of information about Hunterdon County and its illustrious past.

ARTICLE II

Members

Section 1. Classes of Members: The organization shall have two classes of membership: General Members and Honorary Members.

Section 2. Qualifications of Members: The following shall be the qualifications of the classes of membership:

a.) General Members: All persons subscribing to the objects and purposes of this organization, upon the payment of dues as set by the Board of Trustees, shall be admitted to membership as a General Member.

b.) Honorary Members: The Board of Trustees may confer from time-to-time honorary membership in the organization upon such members who, by reason of the length of membership or dedicated service to the organization, have merited special dispensation. Honorary Members shall not be required to pay dues to the organization.

Section 3. Voting Rights: Each member of the organization, General and Honorary, shall be entitled to cast one vote on each matter submitted to the vote of the members.

ARTICLE III

Meeting of Members

Section 1. Annual Meeting: An annual meeting of the members shall be in the month of March, the specific date, time, and location to be established by the Board of Trustees, for the purposes of electing Trustees and for the transaction of such other business as may come before the meeting. A majority of the membership present shall constitute a quorum for the annual meeting. A notice of the annual meeting shall be transmitted to all members at least two weeks prior to such meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the President, the Board of Trustees, or one-tenth of the members eligible to vote, upon 48-hour notice via email or mail to the membership setting forth the nature of the business to be transacted.

Section 3. Procedure: With respect to all disputes regarding procedure, Roberts Rules of Parliamentary Procedure shall be binding.

ARTICLE IV

Board of Trustees

Section 1. Duties of the Board of Trustees: The affairs of the organization shall be managed by its Board of Trustees, subject to provisions of law, the Certificate of Incorporation and of these bylaws. The Board of Trustees shall have custody of all property and funds belonging to the Society and shall have entire control and regulation of its affairs.

Section 2. Number, Tenure and Qualifications: The number of Trustees shall be fifteen (15). Trustees must be members in good standing of the organization. Each Trustee shall hold office for a term of 3 years and until his successor shall have been elected and qualified. Nothing in this Section shall prohibit a Trustee from succeeding themselves in office as a Trustee.

Section 3. Regular Meetings: The Board of Trustees shall schedule one regular meeting per month. A simple majority of the number of Trustees

shall constitute a quorum for the transaction of business. General Members may attend the regular meetings.

Section 4. Special Meetings: Special meetings of the Board of Trustees may be called at the discretion of the President of the Board, or any three Trustees, upon 48-hour notice transmitted to the Board setting forth the nature of the business to be transacted. A simple majority of the number of Trustees shall constitute a quorum.

Section 5. Vacancies: Any vacancy occurring in the Board of Trustees shall be filled by appointment by majority vote of the remaining members of the Board of Trustees. A Trustee, thus appointed, shall serve out the unexpired term of the Trustee whose vacancy he fills.

Section 6. Compensation: Trustees shall not receive any salary or compensation for their services.

Section 7. Removal: Any Trustee may be removed by the Board of Trustees by a 2/3 vote of all other Trustees for cause provided that such a motion is included on the meeting agenda. The voting may be electronic, and all must vote.

Section 8. Action without a Meeting: Any time-sensitive action required or permitted to be taken at a meeting of the Board may be initiated without a meeting if the members of the Board consent in writing via email to the action being taken.

Section 9. Conflict of Interest: Any member of the Board of Trustees or employee of the organization who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, is expected to excuse himself or herself and refrain from discussion and voting on the matter.

Section 10. Trustees Emeritus

Honorary Trustees shall be persons who have demonstrated long term interest in, and support of, the programs of the Hunterdon County Historical Society. They may attend all Board meetings and participate

in discussions as non-voting members. They shall be elected in the same manner as voting Trustees.

ARTICLE V

Officers

Section 1. Officers: The Officers of this organization shall be a President, Vice President, Secretary and Treasurer.

Section 2. Elections: All officers shall be elected by the Board of Trustees from among its members at the first regular meeting of the Board of Trustees after the annual meeting of the general membership, by majority vote of those present.

Section 3. Term of Office: Each officer shall hold office for a term of one (1) year or until a successor shall have been elected and qualified.

Section 4. Compensation: No officer of the organization shall receive any salary or compensation for their services.

Section 5. Removal: Any officer elected by the Board of Trustees may be removed by the Board of Trustees by a 2/3 majority vote of all the Trustees for cause.

Section 6. Vacancies: A vacancy in any office because of death, resignation, removal, or any other cause, shall be filled by the Board of Trustees from among its members for the unexpired portion of the term of such vacancy.

ARTICLE VI

Duties of Officers

Section 1. President: The President shall be the principal executive officer of the organization and shall in general supervise and oversee all the business and affairs of the organization and preside at all meetings of the membership and of the Board of Trustees and shall call regular and special meetings of the Board. Subject to the provisions of the Certificate of Incorporation and of these by-laws, the President may co-sign, with the Secretary or Treasurer, any deeds, mortgages, bonds,

contracts, leases, or other legal instruments, which have been duly authorized to be executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees.

Section 2. Vice-President: In the absence of the President or in the event of his inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or the Board of Trustees.

Section 3. Secretary: The Secretary shall be responsible for keeping records of Board actions, including oversight of the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member and assuring that corporate records are maintained.

Section 4. Treasurer: The Treasurer shall keep full and accurate accounts of all the financial transactions of the organization and shall submit a report of his accounts at each regular monthly meeting of the Board of Trustees and a written report at least quarterly. The Treasurer shall assist the Finance Committee in the preparation of the budget and the annual audit and such other duties as may from time to time be assigned by the President or the Board of Trustees.

ARTICLE VII

Committees

Section 1. Nominating Committee: Annually, in January, the President shall appoint three members of the organization in good standing to serve as a Nominating Committee. At the February Board meeting, this Committee shall submit the report of nominees to serve as members of the Board of Trustees to the Secretary of the organization.

Section 2. Other Committees: Such other committees as are deemed necessary shall also be appointed by the President and there shall be at least one member of the Board of Trustees appointed to each said

committee. Standing Committees include Finance, Archives, Collections and Building and Grounds with President as ex officio member on all committees with no voting privileges and does not count as part of a quorum.

Section 3. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum: A majority of the committee members shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

Finances

Section 1. Budget & Annual Reports: The Board shall approve an annual budget. All expenditures must be within the budget. The fiscal year of the organization shall be the calendar year. Annual reports shall be submitted to the Board of Trustees showing current and projected income and expenditures.

Section 2. Financial Records: The financial records of the organization are public information and shall be made available to members, Trustees and the public.

Section 3. The Finance Committee is responsible for the organizations investment portfolio and establishing the annual budget.

ARTICLE IX

Employees and Services

Section 1. Employees: The Board of Trustees, from time to time, may by resolution authorize the hiring of such employee or employees, whose employment it deems necessary for the proper conduct of the organization's activities. The duties of such employees and their compensation shall be fixed in the resolution authorizing such employment. The compensation of such employees may be increased or varied from time to time by resolution of the Board of Trustees.

Section 2. Services: The Board of Trustees, from time to time, may by resolution authorize contracts for the performance of services deemed necessary for proper conduct of the organization's activities. Payment of bills for such services shall be made in the same manner as payment of normal operating expenses.

ARTICLE X

Order of Business

The general order of business as described in Robert's Rules of Order will be followed at all meetings of the Membership and Board of Trustees.

ARTICLE XI

Amendments

Section 1. Amendments to these by-laws may be made at the annual meeting of the organization, or at any special meeting called for that purpose, by a majority vote of the eligible voting members present; provided that no such amendment shall be presented unless notice of said proposed amendment shall be provided at least 2 weeks prior to said meeting to all members of the organization.

CERTIFICATION

These bylaws as amended were approved at the annual meeting of the organization March 2022.