

Bylaws of Port Norris Historical Society

Effective December 4, 2007

ARTICLE I – NAME AND MISSION

Section 1 – Name:

The name of this organization is:

Port Norris Historical Society (hereinafter the “Society”).

Section 2 – Mission:

The mission of the Society is to:

- Collect and preserve historical materials exemplifying the events, places, and lifestyles of the people of Port Norris and southern New Jersey.
- Encourage the study of history and genealogy.
- Provide historical and genealogical information to educate our membership and the general public through published and/or collected material

ARTICLE II – MEMBERSHIP

Section 1 – Membership:

The members of the Society shall be organizations and persons who support the aims of the Society and have paid dues to the Society. In exceptional circumstances, the Governing Board (hereinafter the “Board”) may confer honorary memberships by the seventy-five percent vote of the members present at any regular meeting of the Society or meeting of the Board. Honorary members shall not have the privilege of voting or holding office and shall not be required to pay dues.

Section 2 – Levels of Membership:

Membership levels, contribution, benefits, and policies shall be determined by the Governing Board and shall be available for public review.

Section 3 – Membership contribution:

The Board may adjust the contributions associated with each level of membership as necessary. Annual contributions shall be payable on January 1, the first day of the membership period. Memberships will not be prorated. Members who have not paid their annual contribution may be deemed to have resigned from the Society.

Section 4 – Rights of Members:

Each paid membership (whether an individual age 18 or older, family, corporation or organization) shall be entitled to one vote. The privileges of the various membership levels shall be authorized by the Board. Memberships shall not be transferable or assignable.

Section 5 – Removal:

Any member may be removed from membership by the affirmative vote of two-thirds of the membership present and voting at a Board meeting for conduct detrimental to the interests of the Society or for lack of sympathy with its objectives. Any such member proposed to be removed shall be entitled to at least ten days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to be heard at the meeting.

ARTICLE III – OFFICERS

Section 1 – Names of Officers:

The elected officers of the Society shall be:

President

Vice President

Secretary

Treasurer

All Officers must actively serve on at least one committee as specified in Article VI Section 3.

A brief description of each position is outlined in Sections 2 through 10 below.

Section 2 – President:

The President of the Board shall:

- Preside at all meetings of the Board and call regular and special board meetings in accordance with these Bylaws.
- Have and exercise supervision of the Society's affairs.
- See that the books, reports, statements, and certificates required by law are properly kept, made, and filed.
- Enforce these Bylaws and perform all the duties incident to the office required by law and other duties as may be assigned by the Board.
- Sign legal and other documents as authorized by the Board.
- Be ex-officio member of all committees of the Society except the Nominating Committee.

Section 3 – Vice President:

In the absence of the President, the Vice President shall perform all the duties and exercise the powers of the President and other duties assigned by the Board. If succession to office shall occur, this officer shall remain eligible for two successive elective terms, provided said unexpired term shall not have exceeded one year.

Section 4 – Secretary:

The Secretary shall keep full minutes of all meetings of the Board, Executive Committee, and the Society, and shall have custody of all minutes and perform all other

other duties incidental to the office, subject to the Board and other duties assigned.

Section 5 – Treasurer:

The Treasurer shall have custody of and be responsible for all financial assets of the Society subject to regulations imposed by the Board. This officer shall keep a separate record of each special account and of the general account. The Treasurer shall report all receipts and expenditures in the general account and in each special account to the Board at each meeting. A general report covering receipts and disbursements for the year shall be presented at the Annual Meeting. The Treasurer shall disburse funds as directed by the Board or the Executive Committee.

Section 6 – Expenses:

No officer may receive any salary or other compensation from the Society. An officer may be reimbursed for reasonable expenses incurred in the performance of duties subject to the Governing Board's approval.

Section 12 – Delegated Duties:

The Board may at any time in its discretion delegate temporarily any powers and duties of an officer to any other officer or Trustee.

ARTICLE IV – TRUSTEES

Section 1 – Composition and Responsibilities:

Seven (7) members shall be elected to serve as Trustees and shall exercise such functions as to fulfill the Society's mission. All Trustees shall be members of the Governing Board and must actively serve on at least one committee as specified in Article VI Section 3.

Amendment to Article IV, Section 1 October 9, 2018

Purpose: to increase the number of Trustees from five (5) to seven (7)

Terms of office for Trustees shall be staggered so that no more than three members are elected in one election. Tenure for the first board will be as follows: one shall serve 1 year, one shall serve 2 years and three shall serve 3 years terms.

Section 2 –Honorary Trustee

It shall be the decision of the Governing Board to invite a current sitting Trustee to transition to an Honorary position. The decision shall be made by full vote of the Board. This shall be a lifetime position or may end at the request of the individual.

An Honorary Trustee shall convey an ongoing relationship with the Board, and that person shall continue to serve as an ambassador of the organization.

Honorary Trustee shall have no fiduciary responsibilities, shall not be required to attend meetings, not count toward a quorum, have no voting power and may be excluded from

executive sessions of the Board. The Honorary Trustee shall act as representative of the institution when desired by the Board, and can serve as a valuable source of wisdom and institutional memory.

Amendment to Article IV, Purpose: adding Section 2 October 9, 2018

ARTICLE V – GOVERNING BOARD

Section 1 – Composition:

The Officers and Trustees shall constitute the Governing Board.

Section 2 – Responsibilities:

The Governing Board is responsible and accountable for the management of the Society in an economically sound and ethical manner to accomplish the mission of the Society.

Section 3 – Vacancies:

The Governing Board shall appoint a replacement in all vacancies in all elected positions, except as provided in Article III Section 3, for the remainder of the unexpired term.

Section 4 – Absences:

If a member of the Governing Board is absent from four Governing Board meetings during the fiscal year, his or her position may be declared vacant at the meeting of the fourth absence. Any member of the Governing Board may send in a written proxy that would allow someone to speak on their behalf during a board meeting. This proxy transfer all rights and votes for that position.

Section 5 – Restrictions:

No member of the Governing Board may serve in more than one elected position at any time. Any Board member whose dues are in arrears may be removed from the Board for the remainder of his/her term.

Section 6 – Liability:

The members of the Governing Board shall not be personally liable for monetary damages for any action taken or for failure to take action.

Section 7 – Resignation

Any Board member may resign by sending a written resignation to the President. A resignation shall take effect at receipt. Acceptance of resignation shall not be necessary to make it effective.

Section 8 – Removal:

Any Board member may be removed by the affirmative vote of two-thirds of the Board membership present and voting at a meeting for conduct detrimental to the interests of the Society or for lack of sympathy with its objectives. Any such Board member proposed to

be removed shall be entitled to at least ten days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to be heard at the meeting.

ARTICLE VI – COMMITTEES

Section 1 – Executive Committee:

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall have all the power and authority of the Board to make emergency decisions that might arise in the intervals between meetings of the Board. The Executive Committee is subject to the direction and control of the full Board and shall report all of its actions at the next meeting of the Board.

Section 2 – Nominating Committee:

A Nominating Committee consisting of three members - one of whom shall be a member of the Board or a Trustee, and two from the general membership shall be appointed at least 90 days before the annual election meeting. The Committee shall nominate Trustees and Officers for the ensuing term as provided by these Bylaws. The Committee shall present a report to the Board no later than 30 days before the annual meeting outlining nominees for each open position. The Secretary shall include the report in the notice of the annual meeting sent to all members at least thirty (30) days prior to the meeting.

Section 3 – Other Committees:

The Board will establish and maintain specific working committees to accomplish the objectives of the Society and develop new leadership. The President, with approval of the Board, shall appoint, replace, or remove committee Chairs. The Board also has the power to establish and abolish committees as needed. Committee Chairs or their designees are required to provide status reports at Board meetings. They are responsible for the committee's budget and need board approval for any expenditure that exceeds their annual budget allocation.

Section 4 – Removal:

Any member of a committee may be removed by the Governing Board whenever in the best interest of the organization shall be served thereby.

Section 5 – Quorum:

Majority of the membership of a committee shall constitute a quorum.

ARTICLE VII – ELECTIONS

Section 1 – Election Schedule:

Elections shall be held yearly at the Annual Meeting in December and the elected Board members shall assume their duties in January.

Section 2 – Eligibility for Office:

All nominees for office must be members in good standing. Additionally, they must understand and support the goals and objectives of the Society. They should also possess specific skills, competencies, and experience that match the requirements of the position and will help to further the cause of the Society.

Section 3 – Terms:

All officers shall be elected for two-year terms.
Amended March 14, 2013. No term limits for officers.

Section 4 – Board Continuity:

The election of Board positions shall be staggered to provide for continuity of experience and leadership. To facilitate staggered terms, the following schedule applies:

Odd Year Elections (first election 2009):
President and Secretary

Even Year Elections (first election 2010):
Vice President and Treasurer

ARTICLE VIII – MEETINGS

Section 1 – Annual Meetings:

The Annual Meeting shall be held during the month of December at a time and place approved by the Board.

Section 2 – Special Meetings:

The President shall call a special meeting of the Society upon the written request of ten members or of a majority of the Board. This request shall state the purpose of the meeting and the Board will determine a quorum size if needed. No other business shall be considered at such a special meeting.

Section 3 – Meetings of Governing Board:

Meetings of the Board shall be held four times a year, in January, March, June and November unless otherwise decided by the Board, at a time and place designated by the Board. Majority percent of the total Board, less any vacancies, shall constitute a quorum.

ARTICLE IX – FINANCIAL RESPONSIBILITY

Section 1 – Fiscal Year:

The Society's fiscal and membership year shall be from January 1 through December 31

Section 2– Organization (Fiscal Year) Budgeting

Prior to the start of each fiscal year, the Treasurer and members of the Finance Committee will collaborate to create an annual budget for the organization. This will include specific yearly allocations for each committee. Committee chairs are responsible for supplying budget projections as input to this process. The fiscal year budget will be

communicated to the Board and Committee Chairs at the first Board meeting of the new fiscal year. The Treasurer will provide monthly reports showing financial position for the month and year-to-date.

Section 3 – Committee (Project) Budgeting

Each committee will keep written records of their income and expenses using standard templates supplied by the Finance Committee. The timing of these records will be dictated by the nature of the committee's work and will be required either by project or by month. The purpose of these budgets is to evaluate each program or project in advance for income generating potential and Board approval, and to monitor approved projects for cost effectiveness and compliance with budget estimates.

Section 4 – Tax Status and Compliance

The organization will file the necessary documents to maintain IRS tax-exempt status. The Secretary will submit mandatory state and federal documents annually to ensure compliance with the law.

Section 5 – Audit

The organization will participate in an annual audit of their financial records using the services of a certified public accountant.

ARTICLE X – CONTRACTS

Section 1 – Authorization:

The Board, except as provided otherwise, may authorize any officer or agent to enter any contract or execute and deliver any instrument in the name of and on behalf of the organization. Authority must be confined to specific instances, and unless so authorized by the Board, no officer, agent, or employee shall have power or authority to bind the Board, pledge its credit, or render it liable financially for any purpose.

Section 2 – Interest:

No member of the organization shall be entitled to any interest in any property, funds or net earnings of the organization which shall vest solely in the organization, and shall not contribute to the benefit of any member or individual.

ARTICLE XI – DISSOLUTION

Section 1 – Procedure for Dissolution:

In the event the Society becomes unable to perform its mission, the Board shall take action by a seventy-five percent vote to dissolve the Society.

Section 2 – Transfer of Assets:

Such a resolution to dissolve shall name a reputable historical entity, preferably located in Cumberland County or Southern New Jersey, to take possession of all assets of the

Society, without division. Only as a last resort may the assets be transferred to two or more entities. No prior distribution of assets shall be made to the membership.

Section 3 – Adoption of Dissolution:

As set forth in Article VIII, Section 2, a special meeting of the Society shall be called for membership discussion of the Board's action. Adoption by the Society shall require a two-thirds vote by mail of all members whose dues are current.

ARTICLE XII – AMENDMENTS

Amendments to these bylaws may be adopted at any meeting of the Governing Board by a two-thirds vote of Board members present, or at any meeting of the members of the organization by a two-thirds vote of the members present in person, provided that the text of the proposed amendments is available in advance of the meeting. Proposed amendment text will be distributed in hardcopy format upon request.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order* shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Society.

These Bylaws are hereby adopted by the Board of Trustees on March 14, 2013
A signed copy is held by the Secretary.

Amendment to Article IV, Section 1 October 9, 2018
Amendment to Article IV noted as Section 2 October 9, 2018

These Bylaws are hereby adopted by the Board of Trustees on October 9, 2018
A signed copy is held by the Secretary.