

# Bylaws of the Matawan Historical Society, Inc.

As revised March 7th, 2022

## ARTICLE I — NAME AND LOCATION OF ORGANIZATION

The name of the organization shall be The Matawan Historical Society, Inc., hereinafter referred to as the Society. It shall be a nonprofit organization incorporated under the laws of the State of New Jersey. The principal location of this organization shall be in the Borough of Matawan, New Jersey.

## ARTICLE 2 — CORPORATE PURPOSE

### Section 1. Nonprofit Purpose

This corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

The purpose of this Society is:

1. To educate the public about the history of Matawan as well as that of county, state, and nation.
2. To operate the Society from the building known as the Burrowes Mansion at 94 Main Street, Matawan, a local history museum.
3. To preserve, restore, add, and update the furnishings and holdings in the Burrowes Mansion as they pertain to its history and the history of the town.
4. To disseminate historical information to generate interest in the town, its heritage, and past.
5. To encourage and support the preservation and restoration of historic sites especially those in the Matawan, New Jersey area.
6. To encourage and support the maintenance of the historical character of the Borough of Matawan in existing and future buildings.
7. To preserve historical records (private or community) and to make them accessible to all who wish to examine and study them.

## ARTICLE 3 — FISCAL YEAR

The fiscal year shall run from January 1 to December 31.

## ARTICLE 4 — MEMBERSHIPS AND DUES

### Section 1. Eligibility for Membership and Membership Categories

Membership categories shall be defined as follows:

1. General Membership – Any person, organization, board, school, or library interested in local history or the past, present, or future of Matawan shall be eligible for membership.

2. Honorary Membership – May be conferred to a member of the public whose activities have contributed to the objectives of the Society. Conferring of membership shall be subject to the approval of the Board.
3. Junior/Student Membership – Any youth currently attending elementary, junior, or high school shall be eligible for non-voting membership.

#### Section 2. Annual Dues

- a) The annual dues shall at no time be less than:
  1. Regular Membership - \$20 per Individual or \$30 per Family (single household) annually
  2. Patron: \$50
  3. Benefactor: \$100 or more
  4. Junior/Student: \$5
- b) Annual dues for the following fiscal year may be voted upon by the Board and then the membership at any regular meeting.
- c) Annual dues shall be payable in advance, up to and including January 31<sup>st</sup> of the new year. Members in arrears more than 3 months after the beginning of the fiscal year shall be notified and may be dropped from membership.

#### Section 3. Rights of Members

- a) Members shall be eligible to vote in Society elections provided they have been members in good standing for the preceding six months.
- b) Each Individual membership entitles the member to one vote in Society elections.
- c) Each Family membership (i.e., a single household) is entitled to a maximum of two votes in Society elections.
- d) For voting purposes, organizational memberships (libraries, schools, etc.) shall be counted as an Individual membership.
- e) For voting purposes, Patron and Benefactor memberships may be counted as Family Memberships (single household) and are entitled to a maximum of two votes in Society elections.
- f) Junior/Student members have no voting rights.

#### Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated for cause by a two-thirds majority vote of the Board. This action shall not be taken until said member has been notified in writing and provided an opportunity to respond.

## ARTICLE 5 — MEETINGS OF MEMBERS

### Section 1. Regular Meetings

Regular meetings of the members shall be held monthly. Each meeting shall take place at a time and place designated by the Board.

### Section 2. Annual Meetings

An annual business meeting of the members shall take place in the fall of each year, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect directors, receive reports on the activities of the Society, and determine the direction of the Society for the coming year.

### Section 3. Special Meetings

Special meetings may be called by the President or a simple majority of the Board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### Section 4. Notice of Meetings

Printed or electronic notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

### Section 5. Quorum

A quorum for a meeting of the members shall consist of at least five percent (5%) of the active membership.

### Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE 6 — BOARD OF DIRECTORS

### Section 1. Board role, size, and compensation

The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the committees. The Board shall have up to 15, but not fewer than 9 members. Four Board Members shall be elected as officers. The Board receives no compensation other than reimbursement for reasonable and documented expenses.

### Section 2. Terms.

All Board members shall serve three-year terms and are eligible for re-election for up to three consecutive terms.

If a qualified replacement cannot be found, a three-year term may be extended by a majority vote of the Board. One-third (1/3) of the total Board shall be elected annually.

### Section 3. Meetings and notice

The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written or electronic notice at least one week in advance.

### Section 4. Board elections

New directors and current directors shall be elected or re-elected by members at the annual members meeting. Directors will be elected by a simple majority of members present at the annual meeting.

### Section 5. Election procedures

A Board Nominating Committee shall be appointed by the President. No Board members currently up for reelection may serve on the Committee. The Committee shall be responsible for nominating a slate of prospective Board members representing the Society's constituency. The Committee shall prepare a written procedure describing the steps to be followed in the nomination process. The procedure must be approved by a majority vote of the Board and made available to members upon request.

In addition to the Nominating Committee, any member can nominate a candidate to the slate of nominees. All candidates must be members in good standing and have held membership for at least one year.

### Section 6. Quorum

A quorum must be attended by at least fifty percent of Board members for business transactions to take place and motions to pass.

### Section 7. Resignation, termination, and absences

Resignation from the Board must be in writing and received by the secretary. A Board member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board member may also be removed for other reasons by a majority vote of the remaining directors. Such actions shall not be taken until said Board member has been notified in writing and provided an opportunity to respond.

### Section 8. Vacancies

When a vacancy on the Board exists mid-term, a replacement shall be selected by the Board from qualified (non-Board) Society members whose membership is currently in good standing. The Secretary must receive nominations for the position from present Board members three weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

#### Section 9. Special meetings

Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

#### Section 10. Remote communication for meetings

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

#### Section 11. Action without a meeting

Upon initiative of the President or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

### ARTICLE 7 — OFFICERS

**Section 1.** The officers of the Society shall be the president, vice president, secretary, and treasurer.

**Section 2.** The officers must be elected from the members of the Board as of the date of the election, and no person shall be eligible for election to the office of president unless he/she has continuously been a member of the Board since the preceding regular annual election of officers.

**Section 3.** The officers shall be elected at the first regular meeting of the Board following the annual business meeting. At this meeting of the Board, the nominating committee shall propose a slate of officers which shall be subject to additions from the floor. The election of officers shall be by majority vote.

**Section 4.** Each officer shall serve a term of approximately one (1) year until the next annual election of officers. Officers may succeed themselves. Vacancies shall be filled by a majority vote of the Board.

## ARTICLE 8 — DUTIES OF OFFICERS

### **Section 1. President**

The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the membership and shall preside at all meetings of the Board.

### **Section 2. Vice President**

The Vice President shall perform the duties of the President in the absence of the President.

### **Section 3. Secretary**

The Secretary shall keep an accurate record of minutes of all meetings of the Board and general membership. The Secretary shall also conduct and record a roll call of attendance at all meetings.

### **Section 4. Treasurer**

The Treasurer shall keep correct and complete records of accounts, showing at all times the actual financial condition of the Society. The Treasurer shall present a financial report at all regularly scheduled Board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of the Society its annual Not-For-Profit Corporation Annual Report and other such financial reports and returns as may be required from time to time to maintain the Society in good standing under the law. The Treasurer shall cause a periodic audit of the books to be made.

## ARTICLE 9 — COMMITTEES

### Section 1. Structure

The Board may designate committees: standing, ad hoc, or otherwise as it deems necessary. There shall be at least seven standing committees: Executive, Finance, Membership, Communications, Museum, Hospitality, and Facilities. The Board appoints all committee chairs. Committee chairs must be members of the Board. Other committee members shall be selected from the general membership. Standing committee member appointments shall be approved by a majority vote of the Board.

### Section 2. Executive Committee

The Society shall have an Executive Committee consisting of the four officers. The Executive Committee shall be authorized to act for the Board in emergency situations only, subject to the following:

- a. Emergency situations shall include actions which must be taken prior to the next Board meeting or prior to a Special Meeting, if reasonable attempts to schedule a Special Meeting of the Board have failed; and
- b. The Executive Committee shall inform all Board Directors of the nature of the emergency and the action to be taken as soon as is reasonable under the circumstances.

### Section 3. Finance Committee

The Society shall have a Finance Committee consisting of the Treasurer as its chair and other members selected by the Treasurer and approved by the Board. The Finance Committee shall be responsible for recommending policy and be responsible for the supervision and direction of the care and custody of all assets of the Society. The Finance Committee shall prepare the budget for the calendar year which shall be presented annually to the Board of Directors for adoption. The Finance Committee shall work with the independent public accountants then serving the Society audit policies and the proposed periodic audit report to be submitted to the Board. The Committee shall assist the Treasurer in filing required annual reports, etc.

### Section 4. Membership Committee

The Membership Committee shall be responsible for processing membership renewals, solicitation of new members, developing membership solicitation materials, and recommending membership categories and member premiums to the Board. It regularly assesses the results of membership solicitation efforts and makes recommendations about annual dues to the Board.

The Committee shall staff community and Society open events to increase the membership of the Society. It shall maintain an accurate and up-to-date membership database. It works with the Treasurer in keeping track of those who need to renew, and handles dues payments as necessary, passing them along to the Treasurer or representative of the Finance Committee. The Committee is responsible for acknowledging new memberships and renewals with a thank you letter and sends special notices of recognition to patrons and benefactors.

### Section 5. Communications Committee

The Communications Committee shall give notice of upcoming events and meetings on social media, including Facebook, the Society website, and in the Society monthly newsletters. Its conducts the outgoing correspondence of the Society, sending thank you notes to presenters and acknowledgments/thank you letters to donors of gifts to the Society.

### Section 6. Museum Committee

The Museum Committee shall be responsible for operating the Burrowes Mansion as a local history museum. It manages the holdings of the museum and oversees museum operations, including tours. The Committee shall appoint individuals to perform the Museum archivist, curator, and docent management functions.

### Section 7. Hospitality Committee

The Hospitality Committee shall have responsibility for providing refreshments after the presentations at the monthly member meetings and to provide refreshments for special occasions such as potluck dinners, barbeques, musicale, and other special events as directed by the President.

Section 8. Facilities Committee

The Facilities Committee shall have responsibility for overseeing the maintenance and revitalization of the Burrowes Mansion building and grounds, advising the Board on facilities matters on a continuing basis. The Committee shall act as a liaison between the Society and the Borough of Matawan, communicating building and landscaping issues to the Borough's DPW Supervisor. It shall coordinate facility needs for activities, meetings, presentations, and special events requested by the standing and ad hoc committees of the organization. It shall coordinate maintenance activities among all involved organizations, including the Society, Borough, and outside contractors, and report the status of ongoing maintenance tasks to the Board of Directors Executive Committee.

ARTICLE 10 — DISSOLUTION

In the event that no quorum can be obtained for a meeting of the Membership for a period of a full year, the Board may vote to dissolve the Society. Upon dissolution of the Society, the Board shall distribute its collections, archives, and other personal property to nonprofit historical societies or to the Borough of Matawan with the goal of having such property made available to the public in Matawan or as close to it as possible. The funds in the treasury shall be donated to nonprofit historical societies chosen by the Board.

ARTICLE 11 — NON-PARTISAN STATUS

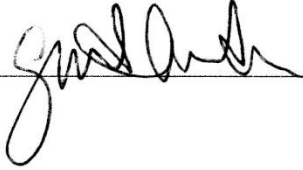
The Society shall refrain from participating as a group in any political endeavors or any fundraising enterprises with any partisan group that engages in any political activity. No officer, director or member shall use the name of the Society or represent membership in the Society while engaging in any partisan political activity or fundraising enterprise.

ARTICLE 12 — AMENDMENTS

Section 1 - Amendments: These bylaws may be amended, when necessary, by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

Certification

These bylaws were approved at a meeting of the Board of directors by a two-thirds majority vote on March 7<sup>th</sup>, 2022.

Secretary  Date Mar. 7, 2022