

**GLEN ROCK HISTORICAL & PRESERVATION SOCIETY, INC.**

**CONSTITUTION AND BY-LAWS**

Revised March 22, 2024; Approved April 18, 2024

**ARTICLE 1 – NAME**

The name of this Society shall be the Glen Rock Historical & Preservation Society, Inc.

**ARTICLE II – INITIAL AGENT**

The name and address of the initial registered agent is Walter G. Gilligan, 26 Belvidere Road, Glen Rock, New Jersey.

**ARTICLE III – PURPOSES**

The purposes of this Society shall be:

1. To establish, sponsor, conduct, support, promote and maintain an educational and cultural program of exhibitions, workshops, lectures, symposia and similar activities, devoted primarily to furthering interest and knowledge in the history of the State of New Jersey and particularly of the Borough of Glen Rock in Bergen County.
2. To promote, support and encourage the beautification of the land and buildings located in the Borough of Glen Rock in Bergen County, New Jersey, and the restoration and preservation of its historic buildings and sites.
3. To acquire and preserve historical and antique relics and genealogical and topographical records pertaining to the Borough of Glen Rock and the surrounding area.
4. To maintain a museum or other suitable repository to house gifts, bequests and purchases of the Society.
5. To display and exhibit, for the general public, records, properties and relics.
6. To do all such acts as are necessary or convenient in furthering the objectives and purposes recited above and to exercise all powers conferred upon the Society by the laws of the State of New Jersey now or hereafter in effect.
7. This Society is not organized for pecuniary profit and no activities of the Society shall be engaged in for profit or commercial purposes.

#### **ARTICLE IV – MEMBERSHIP**

The membership shall be open to any person, family or corporation, which subscribes to the aims and purposes of the Society, upon payment of dues. There shall be no limit upon the number of members.

#### **ARTICLE V – FISCAL YEAR**

The fiscal year of the Society is the twelve-month period beginning January 1 and ending December 31.

#### **ARTICLE VI – DUES**

1. The Executive Board shall set the amount of dues. There shall be the following categories:
  - Regular Membership
  - Supporting Membership
  - Sustaining Membership
  - Patron Membership
2. The Executive Board shall have the power to change the amount of dues.
3. Annual dues shall be payable in advance (for the year upcoming).

#### **ARTICLE VII – MANAGEMENT**

1. The business of the Society shall be managed by the Executive Board of Directors. The Executive Board shall consist of the elected officers: the President, Vice President/s, Recording Secretary, Corresponding Secretary and the Treasurer. The Executive Board shall be vested with the powers to manage the business and affairs of the Society.
2. Any vacancies occurring in the Executive Board during any year may be filled for the unexpired term of office by the President. The President has the power to make temporary appointments in order to fill any vacancies on the Executive Board. Any such temporary appointments by the President shall be presented and voted upon at the next Membership Meeting following the act of appointment. Appointees shall serve out the unexpired term of office for the position.
3. All terms of office shall begin the first day of January next following election to the office.

4. An Officer may be removed from office, with or without cause, by an affirmative vote of two-thirds (2/3) of the entire Executive Board.
5. No Officer or member shall receive any fee, salary or remuneration of any kind for his or her service in such capacity, provided, however, that Officers may be reimbursed for reasonable expenses incurred with approval of the Executive Board upon presentation of vouchers.
6. Any action requiring approval of the Executive Board, which must be taken before a regularly scheduled Membership Meeting or during the summer break, may be approved without a business meeting if consent in writing, setting forth the action to be taken, is signed off on by at least three-quarters (3/4) of the Executive Board. Written consent may be accomplished by e-mail.

### **ARTICLE – VIII –QUORUM**

Two-thirds (2/3) of the Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the entire Executive Board shall be required with respect to any amendment, to these By-Laws or the Certificate of Incorporation, presented to the membership for a vote (see ARTICLE XIV – Amendments).

### **ARTICLE IX – OFFICERS**

1. The Officers of the Society shall be a President, one or more Vice Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer.
2. The Officers shall be elected by the members at the Annual November Membership Meeting for a term of one year, and they may be reelected.
3. The President shall preside at all meetings of the Executive Board and of the membership. The President shall have the power to appoint the members of all standing and special committees. The President shall have such additional powers and duties as usually pertain to this office and as may from time to time be assigned to the President by the Executive Board.
4. The Vice President shall act in the absence or inability of the President to serve. The Vice President shall act as an aide to the President upon the President's request. The Vice President shall have such other powers and perform such other duties prescribed for them by the President.
5. The Recording Secretary shall keep an accurate record of the meetings of the Society and of the Executive Board. This Secretary shall also be the official custodian of the records of the Society. The Recording Secretary shall have such other powers and perform such other duties as prescribed for them by the President.

6. The Corresponding Secretary shall care for all necessary correspondence and report on communications to the Executive Board. This Secretary shall give and serve all notices to the members of the Executive Board and shall have such additional powers and perform such other duties as prescribed for them by the President.
7. The Treasurer shall have charge of the books of account and financial records of the Society, and shall be responsible for its funds. The Treasurer shall render monthly financial reports and submit the financial records to the Executive Board at any time requested by the President. The President and the Treasurer shall each have the authority to sign checks drawn against the funds of the Society and to transact other banking business as authorized by the Executive Board. The Treasurer shall maintain a checking account and such other accounts as the Executive Board may from time to time determine. The Treasurer shall prepare an annual report of the finances of the Society to be presented to the Executive Board in January prior to the January Membership Meeting. The Treasurer shall ensure that all required financial documents and reports are filed in a timely manner with the appropriate authorities.

#### **ARTICLE X -- COMMITTEES**

The President may appoint the committees listed below plus such other committees as may from time to time be appropriate. No committee of the Board shall have the authority to bind the Executive Board or the Society. Committee recommendations must be brought before the Executive Board for approval before any binding actions.

1. A Finance Committee, of which the Treasurer is a member, shall be headed by the President and shall be responsible for the financial policies of the Society and for the preparation of the annual budget of the Society.
2. A Nominating Committee shall consist of a chairperson and two members of the Society in good standing. This committee shall select and present a slate of nominees for Officers at the Society's meeting immediately before the Annual Meeting. Additional nominations may be made from the floor.

#### **ARTICLE XI – MEETINGS**

1. There shall be an Annual Membership Meeting of the Society held in November, on a date, time and place designated by the Executive Board for the purpose of electing Officers and for the transaction of such other business as may properly come before the meeting.
2. In addition to the Annual Membership Meeting held in November, four other Membership Meetings are held each year in January, April, June and September.

3. Notice of all Membership Meetings shall be posted before each meeting to each adult member or family, at the contact information as it appears in the membership rolls. Meeting notifications may be given via e-mail and/or through printed materials including the Borough of Glen Rock's calendar. All Membership Meetings shall be held at the Museum at the Station unless otherwise stated in the notice.
4. Special Membership Meetings may be called by action of the Executive Board at any time. The purpose of any special meetings shall be communicated to the membership prior to the meetings. Notifications may be given via e-mail and/or through printed announcements.
5. Executive Board meetings may be called by the President at any time upon notification to all Board members.
6. Membership Meetings of the Society shall be conducted in accordance with Robert's Rules of Order.

#### **ARTICLE XII – ELECTIONS**

1. Each member in good standing shall have one vote. There shall be no proxy voting.
2. Voting need not be by written ballot.
3. Nominations for Officers shall be presented for election at the Annual Membership Meeting in November by a nominating committee appointed by the President pursuant to Article X, Section 4.
4. Nominations may be made from the floor by a member of the Society in good standing provided the nominee has agreed to serve if elected.

#### **ARTICLE XIII – DISPOSITION OF PROPERTY**

In case this Society shall hereafter disband or for any reason shall go into dissolution, all property loaned to the Society for display shall devolve back to the nearest blood relatives who initially contributed the property, insofar as can be reasonably accomplished; otherwise, said property shall be transferred to such other tax exempt organization (Section 501(c)3 of the Internal Revenue Code) working in the same or similar field as shall be designated by the Executive Board at the time of dissolution.

#### **ARTICLE XIV – AMENDMENTS**

These By-Laws may be altered, amended, repealed or expanded by an affirmative vote of a majority of the voting members present at a Membership Meeting, upon the recommendation of the Executive Board then in office.

## **ARTICLE XV – FORCE AND EFFECT OF BY-LAWS**

These By-Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (herein called the “Act”) and the Certificate of Incorporation as they may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the Act of the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

## **ARTICLE XVI – CONFLICT OF INTEREST**

No contract or other transaction between the Society and one or more of its Officers, or between the Society and any other corporation, firm, association or other entity in which one or more of its Officers are directors or officers or have a substantial financial interest, shall be approved by the a vote of the Executive Board or any committee thereof if such Officer or Officers are [present at the meeting of the Executive Board, or of a committee thereof, which authorizes such contract or transaction, or such Officer’s votes are counted for such purpose, unless:

1. The material facts as to such Officer’s interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Executive Board or committee and the Executive Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Officer so consenting in disinterested, or by a majority vote without counting the vote or votes of such interested Officer even though the disinterested Officers are less than a quorum; or
2. The material facts as to such Officer’s interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

Revised March, 2024