

**UPPER SADDLE RIVER HISTORICAL SOCIETY  
CONSTITUTION AND BYLAWS**

**Article I**

**NAME**

The name of the society shall be the Upper Saddle River Historical Society (hereinafter referred to as "the Society").

**Article II**

**PURPOSE**

To collect, preserve and disseminate the history of the Upper Saddle River area. To administer the Hopper-Goetschius House Museum, outbuildings and grounds.

Collections include taped interviews, printed matter, memorabilia, furnishings, cooking items, farm tools and equipment, vehicles and other materials related to local history.

Preservation includes maintaining all buildings, furnishings, tools and equipment in, as nearly as possible, their original condition, cataloging and filing all tapes, photographs and printed materials so they can be readily retrieved and maintaining inventories of all items in the archives and house and farm collections.

Dissemination includes publishing a newsletter periodically throughout the year, holding tours and demonstrations at the museum, holding classes related to historical arts and crafts, running program meetings at which topics of historical significance are presented and discussed, and presenting other events and activities that enhance people's awareness of the heritage of the area.

Administering the museum includes maintaining and presenting furnishings and displays in the house, barn and other out-buildings to enable visitors to get a sense of history, and learn about life in years gone by.

**Article III**

**MEMBERSHIP**

Section 1. Classes of membership.

Classes of Society membership shall be:

Students	Family	Honorary
Senior Citizens	Donor	Corporate
Single	Life	

Section 2. Description of membership classes.

Students: Those 13 to 21 years of age who are currently attending school or college.

Senior Citizen: Those who have passed their 62nd birthday.

Single: All others who desire a membership for one person.

Family: Members of the immediate family including children eligible for student membership. Each individual in the family shall have full rights of a member.

Donor: Individuals or families who desire to contribute more than the standard membership rate.

Life: Individuals or families who pay the life membership fee in one payment.

Honorary: May be conferred on individuals who have made exceptional contributions to the goals of the society. Honorary members shall be proposed by ~~the executive committee~~, the Nominations Committee and and elected by a majority vote of the Board.

Corporate: Companies that donate money to the society. A Corporate member shall have one vote.

Section 3. Membership dues. Any person who applies for membership in any classification of membership and who pays dues shall become a member.

Amount of dues for each membership class shall be set by the Board of Trustees, and may be changed as deemed necessary and appropriate by a majority vote of the Trustees.

Dues shall be payable during the annual membership drive. Members who are in arrears more than one year will be sent a reminder notice, after the following year will be dropped from membership.

Honorary Members need not pay dues.

#### **Article IV**

#### **MEETINGS AND EVENTS**

Section 1. Annual report. The president shall write an annual report summarizing the major events and accomplishments of the past year for publication in the first Newsletter of the following year.

Section 2. Program meetings and events. Program meetings and events may be held throughout the year, at times determined by the Trustees.

Section 3. Special meetings. Special meetings of the Society may be called by the President or upon petition of not less than five members.

Section 4. Trustee meetings. The Board of Trustees shall meet not less than four times each year, at times determined by the President.

#### **Article V**

#### **BOARD OF TRUSTEES AND VOLUNTEER CORPS**

Section 1. Board of Trustees. The business of the Society shall be conducted by the Board of Trustees, which shall be composed of

- a) The officers
- b) Seven or more trustees who shall be elected for three year terms.
- c) Trustees in Absentia. Trustees who have difficulty attending Board meetings (because of living a distance from USR, lack of transportation etc.), may, at the discretion of the Board, be classified as "Trustee in Absentia." Trustees in this category have the privilege of voting at any meeting they can attend.

Section 2. Officers. Officers of the Society shall be a president, vice presidents including Events, and Planning and Organization, recording secretary, corresponding secretary, Chief Financial Officer (CFO), and

Curator, each elected for a term of two years beginning January 1st. Upon leaving office, an officer shall be automatically appointed to serve a three year term as Trustee.

Section 3. Executive Committee. Officers of the Society shall form the Executive Committee. The Executive Committee shall make decisions in an emergency situation when immediate action is required before the Board can be convened. The Board shall be informed of such decisions at the next Board meeting.

Section 4. Duties of the officers.

a) The president shall supervise all activities of the Society within the scope of this Constitution. The president shall appoint committee members and chairs. The president is member of all committees. He/she shall preside at all meetings of the Society and of the Trustees, and shall write an annual report on the status of the Society for the first Newsletter of the new year. The president shall have signature authority for all Society funds in case of the absence of the CFO.

b) The vice president(s) shall assume the duties of the president in the event of the absence, incapacity or resignation of the president. In the event there is more than one vice president, the Board of Trustees shall decide which one will assume the duties of the president.

c) The recording secretary shall keep the minutes of the meetings of the society and of the Board of Trustees and present copies of minutes for approval at subsequent meetings.

d) The corresponding secretary shall answer pertinent correspondence and write thank you notes to anyone making a donation of money or materials to the Society over and above the annual dues. In addition the corresponding secretary will arrange for meeting space for Society events held outside the Hopper-Goetschius House Museum.

e) The CFO shall safeguard Society funds and maintain adequate financial records. The CFO shall deposit all moneys received with a reliable banking company and/or in a conservative investment in the name of the Society. Moneys shall be paid out by numbered checks signed by the CFO and, as specified by written Treasurer's guidelines, one other officer. The CFO will arrange for direct electronic payment of bills where appropriate. The CFO will render a report on the Society's finances at each meeting of the Board of Trustees and at the year end. The CFO shall also manage corporate fund raising and shall invest funds of the Endowment Fund according to the direction of the Endowment Fund Committee. Upon expiration of his/her term of office, all funds, financial records and membership records of the Society shall be turned over to the Board of Trustees.

f) The Curator shall direct Society activities related to collection, preservation and dissemination of the history of the local area, including research, archives, buildings, newsletters and publicity, and shall be responsible for preservation and interpretation of the Museum-

Section 5. Vacancies. Should a vacancy in the office of president occur other than by expiration of term of office, the Officers and Trustees shall proceed as set forth in Section 3, b). Should a vacancy in the office of CFO occur other than by expiration of term of office, the president shall appoint another person, with approval by majority vote of the Board of Trustees, to assume duties of the CFO on an interim basis for the balance of the uncompleted term.

In the event of the resignation or incapacity of any officer except the president or CFO, or any trustee, the vacancy shall be filled, at the discretion of the Board of Trustees, by a majority vote, for the unexpired term of office.

Section 6. Obligations of officers and trustees. Each officer and trustee shall agree, prior to election to the Board, to

Be a paid up member of the Society.

Attend all Board meetings. The Board of Trustees meets several times a year and occasionally has special meetings. Trustees are expected to attend these meetings, both to contribute their expertise and to keep up to date on Society events. If a Trustee is unable to attend a meeting, he or she shall notify the Corresponding Secretary at least 24 hours in advance of the meeting. If a trustee misses 3 or more meetings in a calendar year, that trustee will be contacted by the president to determine if the trustee should remain on the Board.

Participate in Society events. The Society holds a number of events throughout the year at which volunteer help is needed to guide, serve refreshments, hold demonstrations, direct parking, etc. Trustees are expected to volunteer their time in helping with these events.

Participate on at least one Board committee, and actively support the work of that committee.

Carry out assigned tasks between Board meetings.

Respond, as requested, to communications related to Society business.

Be familiar with this Constitution and use it as a guide to performing Society work.

In the event an Officer or Trustee cannot fulfill the responsibilities outlined above to a sufficient degree, he or she should make this known to the Board, and offer to move to the Volunteer Corps (See Sec. 7). Everything possible will be done to accommodate the special needs and situations of individual trustees, but the Board needs trustees who can actively participate.

Section 7. The Volunteer Corps shall be composed of active members of the Society who support the work of the Society in major ways but do not care to, or cannot, serve at the Board level.

Section 8. Obligations of members of the Volunteer Corps.

Be a paid up member of the Society.

Participate in major ways in Society events, committees and/or special projects.

Be familiar with this Constitution and use it as a guide to performing Society work.

Provide recommendations to the Board for improvement of events, committee work and/or special projects.

Section 9 Quorum. At any meeting of the Board of Trustees, more than half of the Officers and Trustees, excluding Trustees in absentia, shall constitute a quorum.

Section 10. Nominations and election.

a). Not less than three months prior to year end the president shall appoint a nominating committee. The nominating committee shall develop lists of potential candidates for Officers and Trustees and submit those lists to the Board for approval. Approval will be by a majority vote of the Board of Trustees at a regular Board meeting.

b) The slate of Officers and Trustees shall be published in the fall Newsletter along with a request for additional nominations, which may be made by submitting a petition for each nominee signed by at least five paid up members of the Society. Should nominations be made in this manner, the name(s) will be published in the Newsletter along with the slate approved by the Board of Trustees and paid up members will vote using ballot available on the Historical Society website, on line. The Newsletter shall also state that if no new nominations are received by the end of the year, the slate will automatically be elected.

d) There is no limit on the number of consecutive terms served by an Officer or Trustee.

e) Officers and Trustees shall serve until their successors are elected and take office.

## Article VI

### COMMITTEES

Section 1. The Society shall form committees as needed to support and further the goals of the Society. These may include, but are not limited to

- a) Buildings and Maintenance. Keeps buildings in good repair and secure, arranges for repairs as needed, purchases new equipment as approved by the board. Maintains fire protection and security systems.
- b) Farm collection. Maintains inventory of all items in the collection. Keeps acquisitions in good repair. Creates and maintains displays.
- c) Accessions and archives. Maintains inventory of all items in the collection and catalogs them for easy retrieval. Keeps acquisitions in good repair. Creates and maintains displays.
- d) Docents. Recruits, trains and schedules docents.
- b) Youth Programs. Plans and carries out tours, demonstrations etc. for young people. Maintains liaison with schools, scouts and other youth organizations. Arranges Scholarship Award.
- f) Events. Plans and organizes teams to run Society events and guides their work.
- g) Nominations. Identifies candidates for Officer and Trustee positions and compiles lists to be approved by the board. Develops a slate of nominees. Recruits candidates for new Officers and Trustees.
- h) Communications. Compiles and publishes the Society Newsletter. Writes press releases.
- i). Endowment. Administers the Endowment Fund, including investments and disbursements, and makes periodic reports to the Board.
- j) Executive. (see Article V, section 3)

Section 2. Garden committee. Designs and maintains gardens in keeping with the historic mission of the museum. The Garden Committee operates separately from the Historical Society in making plans, electing its officers and carrying out its work. It recruits and appoints its own members. It also handles its own finances as prescribed in Article VIII.

Section 3. Goals. Each committee shall set goals and update those goals for each calendar year and present updated goals at the first Board of Trustees meeting each year.

## Article VII

### FINANCIAL STRUCTURE

Section 1. Budget. Prior to each fiscal year, the CFO shall prepare a year-end report of revenues and expenditures and a budget of anticipated revenues and expenditures for the coming year which shall be submitted to the Board of Trustees for approval.

Section 2. Disbursements. Upon approval of the budget, the treasurer shall be authorized to make disbursements provided for in the budget. The President and one of the vice presidents, appointed by the president, shall also have signature authority.

Section 3. Fiscal year. The fiscal year of the Society shall be the calendar year. Membership dues shall cover a period of one calendar year.

Section 4. Audit. The president may appoint an auditor with the approval of the Board of Trustees, who shall annually examine the financial records of the Society and report to the Board of Trustees.

Section 5. Garden committee. The Garden Committee raises its own funds, maintains its own checking and investment accounts, and handles its own expenses. The Garden Committee shall report revenues, expenses and assets/liabilities (e.g. bank accounts and investment balances; and accounts payable if any) at the end of each calendar quarter to the CFO and the Board of the Historical Society.

Section 6. Endowment fund. The fund accepts and receives gifts and bequests to the Society. Proceeds from the investments are used to support the needs of the Society, and disbursed as determined by the Endowment Fund Committee and the Board of Trustees. The operation of the fund is governed by the Endowment Fund By-Laws.

## **Article VIII**

### **AWARDS**

The Board of Trustees shall recognize in appropriate ways members of the Society or others who have made exceptional contributions (financial or non-financial) to the Society.

## **Article IX**

### **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern the proceedings of the Society except in such cases as may be superseded by the Constitution.

## **Article X**

### **AMENDMENT**

This Constitution may be amended or altered by the following steps:

- 1) The Board of Trustees approves, by a two thirds majority, the amendment or alteration.
- 2) The amendment or alteration is presented to the general membership in writing in the Newsletter and or on the website at least two months before the amendments or alterations are to take effect.
- 3) The amendment or alteration is considered approved if there are no written objections from the membership before the date of adoption. If there are objections, the amendment(s) or alteration(s) will go back to the Board of Trustees for further consideration and the process will be repeated.

## **Article XI**

### **DISSOLUTION**

Section I. Garden committee. In the event the Garden Committee is dissolved, all investments and bank account monies shall revert to the Historical Society to be used to maintain gardens.

Section 2. Society. Upon the dissolution of the Society, the Board of Trustees shall, after payment of all liabilities, dispose of all assets of the Society to an organization(s) organized or operated exclusively for charitable, educational, religious or scientific purposes that qualifies for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954. Such disposal of assets shall be subject to the approval of the Upper Saddle River Mayor and Council.

## **Article XII**

### **EFFECTIVE DATE**

The effective date of this Constitution shall be 5/1/2000, amended 1/1/04, 2/1/06, 9/1/07, 6/1/10, 1/1/14.