

**UPPER SADDLE RIVER HISTORICAL SOCIETY, INC.
BYLAWS**

Article I

NAME

The name of the Society shall be the Upper Saddle River Historical Society, Inc. (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, digital records, 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, printed and other media 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, hosting a website, 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:

Student	Family	Life
Senior Citizen	Sponsor	Honorary
Single	Patron	Corporate

Section 2. Description of Membership Classes

Student: 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.

Donor: Individuals or families who desire to contribute as per the Membership Form.

Life: Individuals or families who pay the Life Membership fee as per the Membership Form.

Honorary: May be conferred for life on individuals who have made exceptional contributions to the goals of the Society. Honorary Members shall be nominated by the Nominations Committee and elected by a majority vote of the Board.

Corporate: Companies that donate money to the Society as per the Membership Form.

Each class of members shall have one vote. In cases of Conflict of Interest, a member shall recuse herself or himself from discussion and voting.

Section 3. Membership Dues

Any applicant who applies for membership in any classification 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. Honorary Members need not pay dues.

Dues shall be payable annually. Members who are in arrears more than one year may be sent a reminder notice. After the following year they may be dropped from membership.

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 on the website or in the first newsletter of the following year.

Section 2. Program Meetings

Program meetings that meet the needs of the Society 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 with no less than 10 days' notice.

Section 4. Trustee Meetings

The Board of Trustees shall meet not less than four times each year, at times determined by the President. An annual calendar of Trustee Board meetings shall be set in January.

Section 5. Virtual Meetings

In exceptional situations, an electronic virtual meeting may be called by the President. If enough Trustees are in attendance to constitute a quorum, votes may be taken and recorded in the minutes.

Article V

OFFICERS AND TRUSTEES

Section 1. Board of Trustees

The business of the Society shall be conducted by the Board of Trustees, hereafter referred to as the Board, 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. Student Trustees

In order to encourage the participation of youth in the activities of the Society, and to train future leaders in the mechanics of Society governance, the Board may appoint High School students as Student Trustees. These Trustees-in-training, although not full members of the Board, shall be entitled to attend and participate in Board Meetings and events, and once appointed, shall serve until graduation.

Section 3. Officers

Officers of the Society shall be a President, Vice Presidents (Including Planning and Organization, Curator, Events, and Membership), Chief Financial Officer (CFO), Recording Secretary, and Corresponding Secretary. Each Officer is 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 a Trustee.

With a 2/3 majority vote of The Board of Trustees, Officer positions may be added or removed as deemed necessary.

Section 4. Executive Committee

The 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 next scheduled Board meeting. The Board shall be informed of such decisions at the next Board meeting.

Section 5. Duties of the Officers

- a) The President shall supervise all activities of the Society within the scope of these Bylaws. 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 website or 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 of Planning and Organization shall develop and maintain organization structure and strategic planning for the Board, and shall assume the duties of the President in the event of the absence, incapacity or resignation of the President.
- c) 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 in accordance with the Society's Investment Policy Statement. Moneys shall be paid out by numbered checks signed by the CFO and another Officer, or by direct electronic payment of bills where appropriate. The CFO will render a report of the Society's finances at each meeting of the Board of Trustees and at year end. The CFO shall also manage corporate fund raising and shall invest funds of Society according to the direction of the Finance and 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 successor CFO, or the President.
- d) The Curator is a Vice President who shall direct Society activities relating to collection, preservation and dissemination of the history of the local area. This includes research, archives, buildings, newsletters and publicity. The Curator shall be responsible for preservation and interpretation of the Museum.
- d) The Vice President of Events shall plan, schedule and staff events each year.
- e) The Vice President of Membership shall promote membership and maintain up-to-date membership records.
- f) 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.
- h) 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

Section 6. 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 5 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 unexpired term of office.

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 7. 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 Board meetings. The Board of Trustees meets at least four 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/she shall notify the Recording 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.

Be familiar with these Bylaws and use them as a guide to performing Society work.

A Conflict of Interest shall occur anytime a decision is to be made about a Trustee, a member of the Trustee's immediate family, or any entity that the Trustee has a 10% or greater interest in, or is an officer, or serves on the governing board thereof. In cases of Conflict of Interest, a Trustee shall recuse herself or himself from discussion and voting.

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 Section 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 8. The Volunteer Corps

This Corps shall be composed of individuals who support the work of the Society in major ways, but do not care to, or cannot, serve at the Board level. They shall participate in Society events. They may also participate in Committee work and/or special projects, and provide recommendations to the Board for improvement as they see a need.

Section 9. Quorum

At any meeting of the Board of Trustees, one half of the Trustees shall constitute a quorum. Alternately, if there is majority of the Executive Board present, one-third of the Trustees shall constitute a quorum. In all cases, Trustees-in-Absentia shall not count toward either a quorum or the total number of Trustees.

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 on the website no later than October 31st, along with a request for additional nominations. Additional Nomination(s) may be made no later than November 15th by submitting a petition found on the Historical Society website online, for each nominee. Each petition must be signed by at least five paid up members of the Society and submitted by mail to the address on the form. Should nomination(s) be made in this manner, the name(s) will be published on the website along with the slate approved by the Board of Trustees no later than December 1st. Paid up members will vote using a ballot available on The Historical Society website online. Ballots are to be mailed to the address on the ballot, and postmarked by December 15th. Voting closes on December 15th. If no new nominations are received by the end of the year, the slate will automatically be elected effective January 1st of the following year.
- c) There is no limit on the number of consecutive terms served by an Officer or Trustee.
- d) Officers and Trustees shall serve until their successors are elected and take office

Article VI

COMMITTEES

Section 1. Committees

The Board of Trustees of the Society shall form Committees as needed to support and further the goals of the Society. All Committee members do not need to be Trustees. Committees may include, but are not limited to:

- a) Buildings and Grounds
Keeps buildings in good repair and secure, arranges for repairs as needed, purchases new equipment as approved by the Board.
- b) 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.
- c) School Liaison
Maintains liaison with schools, scouts, and other youth organizations. Arranges High School Scholarship Award.
- d) Events
Plans and organizes teams to run Society events and guides their work.
- e) 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.
- f) Communications
Compiles and publishes the Society newsletter. Writes press releases, maintains Society website and other digital media.
- g) Finance and Endowment.
Manages the investments of the Society in accordance with the Society's Investment Policy Statement, including the Endowment Fund, Garden Fund and General Unrestricted Fund. Engages in fund-raising activities for the Endowment Fund and makes recommendations to the Board for distribution of Endowment Fund income (such as unexpected capital expenses or salaried employees). Maintains the Society's Investment Policy Statement. Meets at least quarterly and reports to the Board on investment decisions reached and the status of current investments. Reviews the Society's insurance coverage at least annually, and makes recommendations to the Board for any changes. Engages an auditor with the approval of the Board, when the Board of Trustees decides that an audit is needed. The Committee shall consist of the Society's CFO and at least four members at large. The

member(s) at large shall serve for two-year terms and may be re-appointed at the end of their current term.

h) Executive. (see Article V, section 3)

i) Garden

Designs and maintains gardens in keeping with the historic mission of the museum as approved by the Board.

j) Bylaws

At least once every five years, the President shall appoint a Bylaws Committee to review and propose revisions or amendments to these Bylaws as deemed necessary.

Section 2. Committee Goals

Each Committee shall prepare annual goals and present them 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 CFO shall be authorized to make disbursements provided for in the budget. The President and CFO shall be authorized to approve up to \$1,000 out of budget. Board approval will be required of anything above that amount. 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.

Section 4. Audit

See Article VI, section 1g.

Section 5. Garden Fund

Legacy Garden Committee Funds shall be used only for the Gardens.

Section 6. Endowment Fund

The Endowment Fund accepts and receives gifts and bequests to the Society. Proceeds from the investments are used to support the needs of the Society, and are disbursed as determined

by the Finance and Endowment Fund Committee and The Board of Trustees. (see Article VI, section 1g.)

Section 7. General Unrestricted Funds

All moneys not part of a specified fund shall be part of the General Unrestricted Funds and may be used for any purpose.

Section 8. Other Funds

The Board shall have the authority to create additional funds and define their purpose as needed.

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 these Bylaws.

Article X

AMENDMENT

These Bylaws may be amended or altered by the following steps:

The proposed changes shall be sent electronically to all Board Members in advance of a scheduled meeting, and shall be discussed at that meeting. If any changes need to be made, a revised copy shall be re-sent electronically to all Board members. At the next meeting, upon no further discussion or changes, a vote to approve the proposed amendment shall be taken. The amendment shall pass with a two-thirds majority of all Trustees present, providing there is a quorum. A proposed date of adoption shall be set at least two months in the future in order to accomplish steps 2 and 3.

2) The amendment or alteration is presented to the general membership in writing in the newsletter and/or 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

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 Original Effective Date of these Bylaws shall be 5/1/2000.

Amended and Revised dates: 1/1/04, 2/1/06, 9/1/07, 6/1/10, 1/1/14 and 7/7/2020.