

Metuchen-Edison Historical Society, Inc.

<u>ARTICLE</u>		<u>SUBJECT</u>	<u>PAGE</u>	<u>UPDATED</u>
ARTICLE	I.	<u>ORGANIZATION NAME AND CORPORATE STATUS</u>	1	
ARTICLE	II.	<u>NON-PROFIT STATUS</u>	1	
ARTICLE	III.	<u>MISSION</u>	1	
	III.a.	Fulfillment of Mission	1	
	III.b.	Affiliation with Other Organizations	1	
ARTICLE	IV.	<u>LOCATION</u>	2	
ARTICLE	V.	<u>DEFINITIONS</u>	2	
ARTICLE	VI.	<u>MEMBERSHIP</u>	2	
	VI.a.	Active Members	2	
	VI.b.	Honorary Members	2	
ARTICLE	VII.	<u>BOARD OF DIRECTORS</u>	3	
	VII.a.	Number of Directors	3	
	VII.b.	Qualifications of Directors	3	
	VII.c.	Responsibilities of the Board	3	
	VII.d.	Rights of Directors	3	
	VII.e.	Terms of Office	3	
	VII.f.	Election to Office	4	
	VII.g.	Vacancies	4	
	VII.h.	Removal	5	
	VII.i.	Compensation	5	
	VII.j.	Conflict of Interest	5	
	VII.k.	Execution of Documents	5	
ARTICLE	VIII.	<u>GENERAL MEMBERSHIP MEETINGS</u>	5	
	VIII.a.	Annual Meeting	5	
	VIII.b.	Quorum	6	
	VIII.c.	Special Meetings	6	
ARTICLE	IX.	<u>MEETINGS OF THE BOARD OF DIRECTORS</u>	6	
	IX.a.	Regular Meetings	6	
	IX.b.	Quorum	6	
	IX.c.	Voting	6	
	IX.d.	Special Meetings	7	
	IX.e.	Postponed Meetings	7	
	IX.f.	Adjourned Meetings	7	
	IX.g.	Action without Meeting	7	
	IX.h.	Meeting by Telephone	8	

ARTICLE	X.	<u>OFFICERS OF THE BOARD OF DIRECTORS</u>	8
	X.a.	President	8
	X.b.	Vice President	8
	X.c.	Treasurer	8
	X.d.	Recording Secretary	9
	X.e.	Corresponding Secretary	9
ARTICLE	XI.	<u>COMMITTEES OF THE BOARD</u>	9
	XI.a.	Committee Responsibilities	10
	XI.b.	Executive Committee	11
	XI.c.	Finance Committee	11
	XI.d.	Archival Management Committee	11
	XI.e.	Board Development Committee	12
	XI.f.	Public Outreach Committee	12
	XI.g.	Fundraising Committee	13
	XI.h.	Membership Committee	13
ARTICLE	XII.	<u>FINANCE</u>	14
	XII.a.	Fiscal Year	14
	XII.b.	Annual Financial Statement	14
	XII.c.	Funds Management	14
	XII.d.	Dues	14
ARTICLE	XIII.	<u>FORCE AND EFFECT OF BY-LAWS</u>	14
ARTICLE	XIV.	<u>AMENDMENT OF BY-LAWS</u>	15
ARTICLE	XV.	<u>DISSOLUTION</u>	15
ARTICLE	XVI.	<u>BONDING AND INDEMNIFICATION</u>	15
	XVI.a.	Bonds	15
	XVI.b.	Indemnification and Insurance	15
ADOPTION BY THE BOARD OF DIRECTORS			16

ARTICLE I. ORGANIZATION NAME AND CORPORATE STATUS

The name of the organization shall be the Metuchen-Edison Historical Society, Inc., hereinafter called “the Society.”

The Society is a voluntary association and New Jersey not-for-profit corporation, under and by virtue of Title 15 of the Revised Statutes of New Jersey, subsequently re-codified as Title 15A Nonprofit Corporations, as filed and recorded with the New Jersey Secretary of State on February 13, 1974.

ARTICLE II. NON-PROFIT STATUS

The Society is a not-for-profit corporation under the provisions of Section 501(c)(3) of the United States Internal Revenue Service Code.

ARTICLE III. MISSION

The mission of the Society is to stimulate and promote an interest in and an appreciation of the history of the geographic area in and around the Borough of Metuchen and the Township of Edison in the County of Middlesex, New Jersey.

III.a. Fulfillment of Mission

To fulfill this mission, the Society shall:

- Foster the creation, collection, preservation, and maintenance of physical material related to the history of Metuchen and Edison through all forms of media as appropriate.
- Make the material readily available to the public through supervised access to original documents and other tangible material, electronic access to materials where feasible, lectures, and programs.
- Increase public awareness of this history through participating in community events and creating special events.

III.b. Affiliation with Other Organizations

The Board of Directors, by resolution approved by a two-thirds (2/3) majority of the entire Board, may choose to affiliate with other organizations or groups engaged in related activities when this supports the overall mission of the Society. The form of affiliation is open to Board discretion. Affiliations shall be reviewed by the Board on an as-needed basis, no less than once in a calendar year.

ARTICLE IV. LOCATION

The Society's archives are resident at the Metuchen Free Public Library, 480 Middlesex Avenue, Metuchen, New Jersey 08840. The Society's mailing address is P.O. Box 61, Metuchen, New Jersey 08840. The Board of Directors may authorize other office locations as needed to fulfill the mission of the organization.

ARTICLE V. DEFINITIONS

"Active member":	A member of the Society who pays annual dues.
"Board":	The Board of Directors of the Society.
"Archives Chair":	The person who guides the direction of the Society's archives.
"Curator":	The person who maintains the Society's archives.
"Director":	A member of the Board of Directors.
"Honorary member":	A member of the Society recognized for distinguished service to the Society.
"Officer":	An officer of the Board of Directors.
"Society":	The Metuchen-Edison Historical Society, Inc.

ARTICLE VI. MEMBERSHIP

Types of Membership

The members of the Society shall be classified as belonging to one of the following categories:

- Active members
- Honorary members.

VI.a. Active Members

An active member shall pay dues annually to remain an active member. The number of active members shall be unlimited and active membership shall be open to all persons. Active members may serve on one or more committees of the Board, may be elected to the Board, and may participate in any public activity of the Society.

Active members shall be given notice of meetings and activities as determined by the Board; however, they are not entitled to vote on Board business unless they are elected to the Board.

VI.b. Honorary Members

An honorary member is one who has given distinguished service to the Society and/or who has made notable contributions to furthering the mission of the Society. Honorary membership is proposed by a director, and honorary members are so designated by a two-thirds (2/3) majority vote of the entire Board. An honorary

member may be elected to the Board. Honorary membership confers lifetime membership in the Society.

ARTICLE VII. BOARD OF DIRECTORS

VII.a. Number of Directors

The Board of Directors shall consist of a minimum of ten (10) and a maximum of nineteen (19) persons. There shall be at least five (5) directors and five (5) officers at all times. The curator of the Society may be a director, but may not hold an office.

VII.b. Qualifications of Directors

- All directors shall be active or honorary members.
- Not more than three directors may be non-residents of Metuchen or Edison, New Jersey.

VII.c. Responsibilities of the Board

The Board of Directors has overall responsibility to assure that the mission of the Society is fulfilled in an effective manner. As such, the Board:

- Establishes policies to guide the operations of the Society.
- Prepares a strategic plan that identifies priority projects and programs, and sets specific objectives; and updates the plan on an annual basis prior to the end of each fiscal year.
- Oversees action plans and the results of projects and programs, including fundraising activities.
- Approves expenditures in excess of \$250.
- Approves the annual operating budget and monitors expenditures and income.
- Establishes special and standing committees to fulfill these responsibilities (see Article XI).

Each director is expected to serve on at least one standing or special committee, attend board meetings, and take an active role in Society activities.

VII.d. Rights of Directors

Directors have the right to be kept informed on all matters relating to the finances, operations, and programs of the Society.

VII.e. Terms of Office

Directors

Directors shall serve 2-year terms. Terms shall be staggered so that the terms of no more than one-half (1/2) of the directors expire in any given year. Terms shall be

coincident with the fiscal year as defined in Article XII.a. Directors may serve an unlimited number of terms.

Officers

Officers shall serve 1-year terms, coincident with the fiscal year as defined in Article XII.a. President, vice president, and treasurer may be elected to three consecutive terms in office; they may be re-elected to the same office after one term out of that office. Recording secretary and corresponding secretary may serve unlimited terms.

VII.f. Election to Office

Directors

It is the responsibility of the Board Development Committee (see Article XI.e) to identify and present candidates for directorships, however, any director may nominate additional candidates. The Board shall discuss and vote upon the acceptance of any proposed new Board members at a regular or special meeting of the Board, before the names of the potential new Board members are presented at the annual MEHS general membership meeting. The Board Development Committee shall prepare and present a slate of approved candidates for directorships at the General Membership Annual Meeting (see Article VIII.a.). Directors shall be elected by a simple majority vote of those Society members present, provided there is a quorum (see Article VIII.b.).

Officers

It is the responsibility of the Board Development Committee (see Article XI.e) to develop a slate of candidates for offices, however, any director may nominate additional candidates. The slate shall be presented to the directors at the regular Board meeting preceding the last Board meeting of the fiscal year and the Board shall discuss and vote upon the acceptance of any proposed new Board members. Officers shall be elected by a simple majority vote of those directors present at the last meeting of the fiscal year, provided there is a quorum (see Article IX.b.).

VII.g. Vacancies

When the vacancy occurs in the office of the president, the vice president shall become president and serve for the balance of the unexpired term. If the office of vice president is also vacant at that time, the Board shall designate a nominee and, by simple majority vote (provided that a quorum is present), confirm the nominee to serve the balance of the unexpired presidential term.

If the vacancy occurs in any other office or among directors, the president shall designate a nominee, and the Board shall, by simple majority vote (provided that a quorum is present), confirm the nominee to serve the balance of the unexpired term.

Vacancies may be filled either at a regular Board meeting or at a special meeting called for this purpose by the recording secretary (see Article IX.d). The new officers and directors shall assume office immediately.

VII.h. Removal

A director may be removed by a simple majority vote (provided a quorum is present) of the current directors for non-performance of duties, misrepresenting the Society, or acting inappropriately on behalf of the Society. A director so removed shall be notified in writing by the president or by a director acting on behalf of the president within one week after removal.

VII.i Compensation

Directors shall receive no compensation for their services, but may, by resolution of the Board, be reimbursed for expenses incurred on behalf of the Society.

VII.j. Conflict of Interest

No contract or other transaction between the Society and one or more of its directors, between the Society and a director's family members, or between the Society and any other organization in which one or more of its directors are directors or officers or have a financial interest, shall be approved by the Board unless the material facts as to such directors' interest in such contract or transaction are disclosed in good faith or are known to the Board, and such contract or transaction is authorized by a simple majority vote of the Board (provided a quorum is present).

VII.k. Execution of Documents

A director who holds more than one office on the Board may not act in more than one capacity to execute, acknowledge, or verify an instrument that is required by law to be executed, acknowledged, or verified by more than one director.

ARTICLE VIII. GENERAL MEMBERSHIP MEETINGS

VIII.a. Annual Meeting

Once a year, the Board shall convene an Annual Meeting of the general membership of the Society, including all active and honorary members, at a location the Board selects.

The president shall make arrangements for the meeting place. The recording secretary shall notify all members of the date, time, and place of the meeting. Notice is determined to have been given when the notice is delivered personally to a member, left at his/her residence or usual place of business, or sent by email, telefax or telephone at least twenty (20) days before the date of the meeting.

In the absence of a quorum, no business can be conducted.

VIII.b. Quorum

Fifteen (15) members shall constitute a quorum for the transaction of business.

VIII.c. Special Meetings

Special meetings of the general membership may be called at any time by the Board of Directors. The recording secretary shall notify each member of each special meeting. The notice shall state the date, time, place, and purpose of the meeting, and the business to be transacted.

Notice is determined to have been given when the notice is delivered personally to a member, left at his/her residence or usual place of business, or sent by email, telefax or telephone at least ten (10) days before the date of the meeting.

In the absence of a quorum, no business can be conducted.

ARTICLE IX. MEETINGS OF THE BOARD OF DIRECTORS

IX.a. Regular Board Meetings

Regular meetings of the Board shall take place six (6) times a year in Metuchen or Edison, New Jersey, at locations the Board may select, and as are announced in advance by the Board.

The president shall make arrangements for the meeting places. The recording secretary shall notify each director of the date, time, and place of the meeting. Notice is determined to have been given when the notice is delivered personally to a director, left at his/her residence or usual place of business, or sent by email, telefax or telephone not less than ten (10) days before the meeting.

Regular meetings may be held without notice provided all directors waive notice thereof in writing. However, in the absence of a quorum, no business can be conducted.

IX.b. Quorum

A simple majority of the directors shall constitute a quorum for the transaction of business, except that action of two-thirds (2/3) of the entire Board shall be required to: approve proposed amendments to these by-laws for presentation to the general membership, approve affiliations with other organizations, or designate honorary members. In the absence of a quorum, no business can be conducted.

IX.c. Voting

All issues shall be determined by a simple majority vote of the directors present, provided there is a quorum, except for those circumstances listed in Article IX.b. Directors must recuse themselves from a vote if there is a conflict-of-interest issue.

A tie vote shall result in the motion or issue being tabled until the next regular or special meeting. If a tie vote occurs at the second meeting, the motion or issue shall be recorded as a defeat. A defeat does not preclude the motion or issue from being raised at future meetings.

IX.d. Special Meetings

Special meetings may be called at any time by the president or by three or more directors. The recording secretary shall notify each director of each special meeting. The notice shall state the date, time, place, and purpose of the meeting, and the business to be transacted.

Notice is determined to have been given when the notice is delivered personally to a director, left at his/her residence or usual place of business, or sent by email, telefax or telephone at least five (5) days before the time of the meeting.

Special meetings may be held without notice provided all of the directors waive notice thereof in writing or verbally. However, in the absence of a quorum, no business can be conducted.

IX.e. Postponed Meetings

Notice of a postponed meeting shall be transmitted by the recording secretary. The notice shall state the date, time, and place of the meeting. Notice is determined to have been given when the notice is delivered personally to a director, left at his/her residence or usual place of business, or sent by email, telefax or telephone at least three (3) days before the time of the postponed meeting.

IX.f. Adjourned Meetings

Notice of the continuation of a meeting adjourned before all business has been transacted shall be transmitted by the recording secretary. The notice shall state the date, time, and place of the meeting. Notice is determined to have been given when the notice is delivered personally to a director, left at his/her residence or usual place of business, or sent by email, telefax or telephone at least three (3) days before the time of the adjourned meeting.

IX.g. Action Without Meeting

The Board may act without a meeting if, prior to such action, each director shall consent in writing or verbally to such action. Record of such consent shall be filed

with the recording secretary, and the action taken shall be reviewed at the next Board meeting.

IX.h. Meeting by Telephone

The directors may participate in a meeting of the Board by means of a telephone conference call or any other means of communication by which all persons can hear and communicate with each other.

ARTICLE X. OFFICERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have a president, vice president, treasurer, recording secretary, and corresponding secretary. A person may hold more than one office, but may not serve concurrently as president and treasurer. The Board may appoint other officers as it deems necessary.

X.a. President

The president shall:

- Preside at all meetings of the Board of Directors at which he or she is present.
- Have general charge and supervision of the assets and affairs of the Society.
- Act as an ex-officio member of all committees, except the Board Development Committee.
- Lead the strategic planning activities that establish program and project priorities and objectives.
- Present an Annual Report at the Annual Meeting.
- Perform such other duties as are assigned by the Board.

X.b. Vice President

The vice president shall:

- Perform the duties of the president in the absence or disability of the president, and when so acting shall have the powers of the president.
- Assist the president upon the president's request.
- Ensure that the provisions of these by-laws are enforced, and/or amended as appropriate.
- Perform such other duties as are assigned by the Board.

X.c. Treasurer

The treasurer shall:

- Have oversight responsibility for all funds, receipts, and disbursements of the Society.
- Execute or cause to be executed, in the name of the Society, all required corporate documents related to finances.
- Deposit or cause to be deposited, in the name of the Society, all monies or other depositories in accounts maintained for the Society in a timely fashion.

- Maintain, or ensure maintenance of, Society financial books and ledgers as directed by the Board. These records may be in written form or in another form that can be converted within a reasonable time into written form for visual inspection.
- File all tax forms required to maintain the status of the Society.
- Prepare and present current financial statements to the Board at regular meetings, an Annual Financial Report at the Annual Meeting, and whenever else such statements may be requested by the Board.
- Perform all other duties incident to the office of a treasurer of an organization, and such other duties as may be assigned by the Board or the president.

X.d. Recording Secretary

The recording secretary shall:

- Ensure that all meeting and other notices are duly given in accordance with the provisions of the by-laws or as required by law (see Articles VIII and IX).
- Keep the minutes of all meetings of the Board and distribute copies to all members of the Board. Copies of all minutes shall be available for inspection by active members. The minutes shall be recorded in written form, but may be maintained in any form that can be converted within a reasonable time into written form for visual inspection.
- Maintain a file of the official documents and records of the Society as directed by the Board.
- Witness all documents on behalf of the Society, the execution of which is duly authorized.
- File all reports, except for tax forms, required to maintain the status of the Society.
- Perform such other duties as may be assigned by the Board or the president.

X.e. Corresponding Secretary

The corresponding secretary shall:

- Handle communications between the Board of Directors and the members of the Society.
- Collect and respond to incoming mail as directed by the Board or the president.
- Perform such other duties as may be assigned by the Board or the president.

ARTICLE XI. COMMITTEES OF THE BOARD

The Board, by resolution approved by a majority of the entire Board, shall appoint seven (7) Standing Committees, and shall appoint chairs for these committees:

- Executive Committee
- Finance Committee
- Archival Management Committee
- Board Development Committee
- Public Outreach Committee
- Fundraising Committee

- Membership Committee.

The Board may appoint other special committees of one or more directors and other Society members.

Every committee shall have at least three (3) members.

The Board must approve a statement of charges, responsibilities, and duration for each such committee prior to such committee being appointed.

Committees may include persons who are not directors, provided that at least one member of each committee is a director, except for the Executive Committee and the Board Development Committee. However, no act of a committee shall bind the Board or the Society, subject to Board approval.

No committee may:

- Make, alter, or repeal any by-law of the Society.
- Elect, appoint, or remove any director.
- Amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a simple majority of the entire Board, may:

- Fill any vacancy in a committee.
- Appoint one or more persons to serve as alternate members of a committee, to act in the absence or disability of members of such committee with all the powers of such absent or disabled members.
- Abolish any committee at any time at its discretion.
- Remove any members of a committee at any time at its discretion.

XI.a. Committee Responsibilities

Each committee may fix rules of procedure for its business.

A majority of the members of a committee shall constitute a quorum for the transaction of business, and the act of the majority of those present at a meeting where a quorum is present shall be the act of the committee.

Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The committee may also conduct any meeting by conference telephone in accordance with the provisions in Article IX.h.

Actions taken at a meeting of any committee shall be kept in a record of its proceedings, and shall be reported to the Board at its next Board meeting following such committee meeting.

XI.b. Executive Committee

The Board shall appoint an Executive Committee consisting of the president and two additional directors.

The Executive Committee shall:

- Act for the Board during the periods between Board meetings, and shall exercise all powers of the Board, except any which have been expressly reserved by resolution of the Board or by these by-laws. Any expenditure in excess of \$250 requires the approval of the full Board.
- Arrange for a financial audit to be performed annually by an auditor at the conclusion of the fiscal year and present the results of the audit to the Board at the first meeting of the fiscal year. The auditor may be a member of the Society, but shall not be a director.

The recording secretary shall give reasonable notice to each member of the Executive Committee of the time and place for each committee meeting.

XI.c. Finance Committee

The Board shall appoint a Finance Committee including the treasurer and at least one additional director.

The Finance Committee shall:

- Prepare an annual budget to be presented at the first Board meeting of the fiscal year for approval.
- At the direction of the Board, prepare a full and correct financial statement of the Society annually, which shall include a balance sheet and a statement of operations for the preceding fiscal year. The financial statement shall be presented at the first meeting of the new fiscal year, and within twenty (20) days after the meeting, placed on file at the Society's office.
- Investigate options for investment of funds, and make recommendations to the Board.
- Secure insurance to protect the Society and its Board from liability.
- Ensure timely and accurate filings of tax reports and all other financial statements required by law.

XI.d. Archival Management Committee

The Board shall appoint an Archival Management Committee consisting of the Chair of the Archives Committee as committee chair and at least one additional director.

The Archival Management Committee shall:

- Ensure the physical protection of the Society's archives.
- Organize and catalog the material in the archives.
- Take appropriate and timely actions to preserve and/or make durable copies of fragile material.

- Identify areas where the archives should be enhanced, develop plans for enhancement, and as appropriate, present them to the Board for consideration and approval.
- Identify equipment and furniture needs to maintain the archives, and present them to the Board for consideration and approval.
- Identify circumstances that affect the preservation, maintenance, and enhancement of the archives, and present them to the Board for action as necessary.
- Provide the treasurer with an accurate and complete accounting of monies spent on the maintenance and enhancement of the archives.
- Report to the Board on significant donation of materials.
- Respond to requests for access to and copies of materials, and, as necessary, bring requests to the Board for disposition.
- Assist with selection and presentation of materials at public events.

XI.e. Board Development Committee

The Board shall appoint a Board Development Committee consisting of three directors.

The Board Development Committee shall be responsible for identifying candidates for directorships:

- Develop and maintain detailed criteria for the selection of potential new directors.
- Actively identify and recruit potential directors who will enhance the effectiveness, reputation, credibility, and fundraising ability of the Society.
- Present recommendations for new directors to the Board as appropriate.
- Prepare a slate of candidates for new directors for presentation to the general membership.
- Orient and train new directors to maximize their contribution to the Society.

The Board Development Committee shall be responsible for developing candidates for offices:

- Annually identify and recruit potential directors who will enhance the effectiveness, reputation, credibility, and fundraising ability of the Society.
- Present their recommendations to the Board at the regular meeting prior to the last meeting of the fiscal year.

XI.f. Public Outreach Committee

The Board shall appoint a Public Outreach Committee including at least two directors.

The Public Outreach Committee shall be responsible for all interactions between the Society and the public except for activities that are the responsibility of the Membership Committee (see Article XI.g).

For public programs and events sponsored by the Society, the Public Outreach Committee shall:

- Investigate potential programs and events.

- Develop a schedule and a budget for recommended programs and events, present said schedule and budget to the Board in the beginning of the fiscal year, and update said schedule and budget as necessary throughout the year.
- Make arrangements for presenters, venues, volunteers, and other needs for programs and events.
- Report on the results of programs and events to the Board.
- Develop and implement a publicity plan for programs and events.

The Public Outreach Committee shall also:

- Develop, prepare, and distribute informational or other vehicles to the public, for example, newsletters, brochures, and other literature.
- Collaborate with the Fundraising Committee when appropriate.

XI.g. Fundraising Committee

The Board shall appoint a Fundraising Committee including at least one director.

The Fundraising Committee shall:

- Create an annual program of fundraising events and present it to the Board at the beginning of each fiscal year.
- Coordinate directors, volunteers, and other persons for such events.
- Oversee and support applications for grants and financial support from foundations, government entities, and corporations.
- Provide status reports of fundraising activities at regular and special meetings of the Board as requested by the Board.
- Collaborate with the Public Outreach Committee when appropriate.

XI.h. Membership Committee

The Board shall appoint a Membership Committee including at least one director.

The Membership Committee shall:

- Develop and maintain a member attraction and retention program.
- Receive, record, and transmit all dues to the treasurer.
- Issue receipts for all cash dues received.
- Send such correspondence to members in response to dues payment as is directed by the Board.
- Maintain all records of membership in the Society.
- Report membership statistics to the Board as requested.
- Make recommendations for membership financial levels.

ARTICLE XII. FINANCE

XII.a. Fiscal Year

The fiscal year of the Society shall begin on January 1 and end on the following December 31, coincident with a calendar year.

XII.b. Annual Financial Statement

The Finance Committee shall prepare an annual financial statement according to Article XI.c.

XII.c. Funds Management

The Finance Committee is responsible for overall funds management. The objective is to maximize the return on the Society's funds.

The funds of the Society shall be deposited in one or more banks or financial institutions as designated by the Board.

All checks, drafts, and orders for payment of money, notes, and other evidences of indebtedness issued in the name of the Society shall be authorized by the treasurer or the president of the Board, unless otherwise provided by resolution of the Board.

XII.d. Dues

The Society shall require an annual dues payment from all active members. The dues structure shall be reviewed annually by the Board, and may be changed by a simple majority vote after being proposed at the preceding Board meeting by the Membership Committee. Honorary members shall be exempt from dues payment.

Each active member shall receive notification of dues obligation once each year during the month approved by the Board. The timing of the notification may be changed by a simple majority vote of the Board.

ARTICLE XIII. FORCE AND EFFECT OF BY-LAWS

These by-laws are subject to the provisions of 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 Certificate of Incorporation, the provision of the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XIV. AMENDMENT OF BY-LAWS

Proposals for alterations, additions, and repealing of by-laws must be approved by 2/3 vote of the entire Board. The vote may be taken at any meeting of the Board, provided that notice of the nature of the proposed amendment has been delivered personally to all directors, left at their residences or usual places of business, or sent by email, telefax or telephone not less than thirty (30) days before the meeting at which the change shall be proposed.

Once approved by the Board, proposed amendments must be ratified by a 2/3 vote of the general membership present at a meeting called for that purpose, provided that a quorum of the general membership is present. The proposed amendment shall have been read to the general membership at least thirty (30) days before it is voted upon, or copies of the proposed amendment shall have been made available to members at least thirty (30) days before it is voted upon.

ARTICLE XV. DISSOLUTION

Upon dissolution of the Society, after payment of all debts, no part of the remaining assets may be distributed to any director, active member, or honorary member of the Society, but shall be distributed to one or more 501(c)(3) non-profit organizations dedicated to related historical interest.

ARTICLE XVI. BONDING AND INDEMNIFICATION

XVI.a. Bonds

The Board may require any officer or agent of the Society to give a bond to the Society, conditioned upon the faithful discharge of his/her duties, with one or more sureties and in such amount as may be satisfactory to the Board.

XVI.b. Indemnification and Insurance

The Society shall indemnify each director, officer, or agent, present or former, to the maximum extent permitted by law against all cost and expense reasonably incurred by or imposed upon him/her in connection with any action, suit, or proceedings in which she/he may be involved by reason of his/her being or having been a director, officer, or agent. The foregoing right of indemnification shall not be exclusive of any other right to which any such director or officer may be entitled as a matter of law.

The Society shall have the power to purchase liability insurance on behalf of any person who is or was a director or officer of the Society.

Adopted and approved by the Board of Directors this 13th day of the month of April in the year of 2004.

Revised and approved by the Board of Directors this 1st day of the month of October in the year of 2017.

Revised and approved by the Board of Directors this 13th day of the month of January in the year of 2019.

President

Secretary